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SERGE I. MESSIAS
18845 NE 1st Court
Suite 65
Miami, FL 33169

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TH 7/9/04

**ARTICLES OF INCORPORATION
OF
ASTRIVE, INC.**

The undersigned in accordance with the provisions of Chapter 617, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is ASTRIVE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principle place of business shall be:

18845 NE 1st Court, Suite 45 [REDACTED]
Miami, FL 33169

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to equip the community in which we live to Achieve Success Through Resources In Various Environment.

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

The members of the ASTRIVE, INC. will be entitled to one vote each every two years for the purpose of electing the Board of Directors of the company. The Board of Directors shall consist of not less than five not more than seven directors. Directors shall be selected from the members of the corporation.

ARTICLE V – EXISTENCE

The term for which the corporation is to exist is perpetual unless the corporation is terminated pursuant to the terms of the by-laws or any applicable provision of the Florida Statutes.

ARTICLE VI – INCORPORATIONS

The name and address of the incorporator to these Articles of Incorporation is:

Serge P. Mesias
18845 NE 1st Court, Suite 45 [REDACTED]
Miami, FL 33169

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ARTICLE VII - HANDLING OF AFFAIRS

The affairs of the corporation are to be managed by a Chairman, a President, a Vice President, a Secretary, a Treasurer and such other officers as the By-laws of the corporation may provide for from time-to-time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding election of officers or until their successor are elected and qualify.

ARTICLE VIII - INITIAL OFFICERS

The name of the Officers who are to serve until the first election or appointment under the Articles of Incorporation and By-laws are:

Anthony Valentin	Chairman
Serge P. Mesias	President
Nadine Y. Mesias	Vice President
Marry B. Central	Secretary
Georgette Clervoir	Treasurer

The foregoing shall hold office until the first meeting of the elected Board of Directors in 2004 Commencing with the first meeting of the elected Board of Directors in 2004, or earlier, such officers will be elected and qualify. In the event of a vacancy in any office prior to the first meeting of the Board of Directors, such vacancy shall be filled by a majority of the Board of Directors present at a regularly called meeting, even though less than a quorum of the Board of Directors.

No contact or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors.

ARTICLE I - IX (added)

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501© (3) and 170©(3) and 170©(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or to the Federal, State or Local Government for exclusive public purpose.

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purpose, the making of distributions to

organizations that qualify as exempt organizations under Section 501 ©(3) or the Internal Code of 1954 (or the corresponding provision of the future United State Internal Revenue Law).

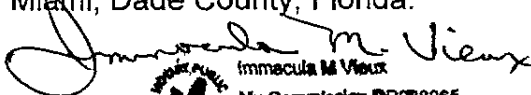

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be denied on by an organization exempt from Federal Income Tax under Section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.


Serge P. Mesias, President

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, personally appeared Serge P. Mesias to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they are subscribed to and executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, the 27th day of May, 2004 at City of Miami, Dade County, Florida.



Immacula M. Vieux
My Commission 00088865
Expires February 03, 2006

Notary Public

My Commission Expires: February 03, 2006

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Serge P. Mesias having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 616.0501, Florida Statutes.


Serge P. Mesias, President