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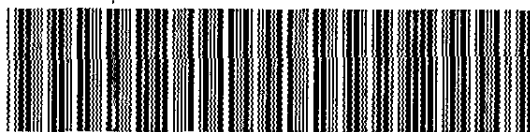
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q. 8-13-04

Frances Vereen
Requester's Name
2944 Pioneer Road
Address
Orlando, FL 32808 (407) 445-9613
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Heart Of Frances, Inc. (Corporation Name) 1 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**Articles of Incorporation
Of
Heart of Frances, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, **Not For Profit**, adopt the following

Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**Article I
Name**

The name of the Corporation shall be **Heart of Frances, Inc.**

**Article II
Duration**

The term of the Corporation shall be perpetual.

**Article III
Principal Office, Registered Agent And Address**

The address of the Corporation's principal office is 2944 Pioneer Road, Orlando, Florida, 32808. The registered agent of the Corporation is Frances Vereen whose address is 2944 Pioneer Road, Orlando, Florida, 32808.

**Article IV
Corporate Seal**

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "CORPORATE SEAL" AND "FLORIDA."

**Article V
Purposes**

The purpose for which the corporation is organized is exclusively for religious, educational, charitable and scientific, that are described in Section 501 (c) (3) of the Internal Revenue Code of 1986

1. To provide human services to those who have experienced traumatic illnesses.
2. To provide substantial education for persons who have experienced traumatic and life threatening illnesses.
3. To provide total child care for children of persons who have and/or experiencing traumatic illnesses, such as Cancer, Aids, crisis, etc.

4. To provide a daily wholesome meal for both children and parents enrolled in programs.

5. To provide educational tutoring services for both children and Adults.

6. To provide persons who are experiencing traumatic illnesses with professional services which will enhance their well being.

7. To provide field trips to both children and Adults which will enhance positive feelings and a sense of belonging.

8. To help children whose parents are experience traumatic illnesses to understand and cope with status of their parents.

9. To seek and secure clothing and toiletry for needed persons enrolled in programs.

10. To assist needed parents in securing quality housing.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

1. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws;

2. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and

3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

Article VI **Limitation**

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers and members except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

Article VII **Management**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall not be less than three (3). The Directors shall be elected in the manner prescribed by the Bylaws.

The name and address of each Director and their position in the Corporation are as follows :

Frances Vereen, President
2944 Pioneer Road
Orlando, Florida, 32808
INCORPORATOR

Dr. David Robinson, Vice President
Florida Hospital Cancer Institute
2501 North Orange Avenue.
INCORPORATOR

Corey Johnson , Treasurer
28th Street
Orlando, Florida, 32808

Wynonna Dennis, Secretary
2944 Pioneer Road
Orlando, Florida, 32808
INCORPORATOR

Hortez Jones, Member
Hawassiee Elementary School
6800 Hennepin Blvd.
Orlando, Florida, 32808

Article VIII **Dissolution**

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that :

(1). Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows :

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made:

(b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and

(c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509 (a) (1), (2), or (3), and (ii) to which deductible contributions can be made under Section 170(c) (2), 2522 (a) (2), as the Board of Directors shall select.

Article VIII **Indemnification**

Every Director and officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a Director or officer may be a party or may become involved by reason of being or having been a Director or officer at the time such expense incurred, except when the Director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, Director and agent of the Corporation in amounts determined from time to time by the Board.

Article X **Fiscal Year**

The fiscal year of the Corporation shall begin January 1 and end on December 31 of each calendar year.

Article XI **Territory**

The territory in which the operations of the Corporation is principally to be conducted in Orange County, Florida.

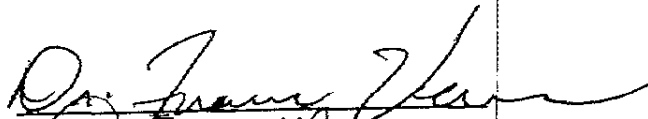

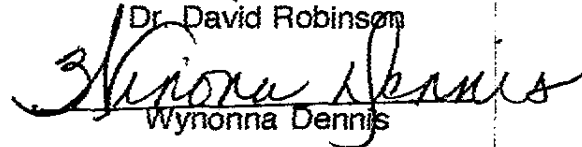
Article XII **Rules of Order**

The rules contained in the current edition of Robert Rules of Orders, newly revised, shall govern all meetings of the Corporation.

Article XIII
Amendments

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the Board of Directors of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation and filed with Secretary of the State of Florida.

IN WITNESS WHEREOF, we the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 12 day of August A.D. 2004. These amended and restated articles were adopted by the Board of Directors on August 9, 2004 and do not contain any amendments requiring member approval.


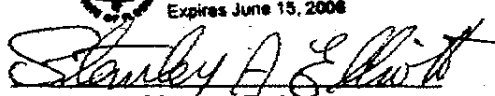

Frances Vereen

Dr. David Robinson

Wynonna Dennis

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared:

Frances Vereen
Dr. David Robinson
Wynonna Dennis

To me well known to be the persons described in the forgoing Amended and Restated Articles of Incorporation and Acknowledge before me that they subscribe to same.


Stanley A. Elliot
My Commission DD328256
Expires June 15, 2006

Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

Heart Of Frances, Inc.

2. The name and address of the registered agent and office is:

Frances Vereen

(Name)

2944 Pioneer Road

(P.O. Box NOT acceptable)

Orlando, FL 32808

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

August 10, 2004
Date