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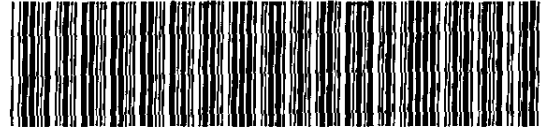
(Business Entity Name)

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Cruise Aide, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jon Rubin
Name (Printed or typed)

7450 NW 4TH ST, #103
Address

Plantation, FL 33317
City, State & Zip

954-727-3132
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
CRUISE AIDE, Inc.**

A Florida Not For Profit Corporation

ARTICLE I. CORPORATE NAME

The name of the corporation is CRUISE AIDE, Inc., hereafter referred to as the "Corporation".

ARTICLE II. OFFICE AND REGISTERED AGENT

The address of the initial principal and initial registered office of the Corporation shall be: 7450 NW 4th St., #103, Plantation, FL 33317. The initial registered agent at such location is Jonathan L Rubin.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

- (a) to solicit and accept donations from members, entities and the general public, of money and other property, without limitation, and to disburse and distribute such, or the proceeds of conversion thereof, to or on behalf of disadvantaged or underprivileged persons age 18 or under, who reside in various regional areas served by passenger cruise ships (beneficiaries).
- (b) to utilize the assets and capabilities of the Corporation to engage in other charitable activities not inconsistent with applicable law and these articles of incorporation, through which the well being of beneficiaries may be enhanced.
- (c) to solicit, organize and train members and volunteers to assist in accomplishment of the foregoing purposes.

Within these purposes, the Corporation may solicit membership dues, and accept other sources of income as authorized by law, to provide funding for the accomplishment of these lawful purposes.

The Corporation is created to operate exclusively for the foregoing charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of any future tax code.

The Corporation may do all acts and things requisite, necessary, proper and desirable to carry out and further the purposes for which it is created; and, in general, may have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida and the United States of America applicable to corporations of this character including, but not limited to, the powers described in Chapter 617, Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict the general charitable powers of the Corporation. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised and construed in their application to accomplish the purposes for which the Corporation is formed.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V. MEMBERSHIP

Membership in the Corporation shall be available to natural persons and entities who have favorable interest in its purposes. The Board of Directors shall establish a schedule of membership classes and dues, and may adopt procedures for the establishment of assessments of special dues; provided that no assessment of special dues shall be established except upon the affirmative votes of a majority of voting members. Membership may be denied or terminated for cause which is detrimental to the purposes of the Corporation, or for cause related to the ability of the Corporation to reasonably carry on its activities.

ARTICLE VI. MANAGEMENT

Board of Directors The affairs of the Corporation shall be managed by a Board of Directors elected by the members at the annual meeting of the Corporation, consisting of not fewer than three (3) and not more than fifteen (15) persons. The number of directors and the terms thereof shall be provided for in the By-Laws. The initial terms of the initial Board of Directors members shall be as stated below. No person may serve as a Director who is not a member of the Corporation in good standing, as that term is defined in the By-Laws. The officers of the Corporation, to wit: president, vice-president, secretary, and treasurer shall be elected by the Board of Directors from among their number. Additional officers may be provided for in the By-Laws.

Initial Board Members are appointed to a life term and may only be removed through their resignation or failure to remain a member in good standings, as defined in the By-Laws, of the Corporation.

Initial Board of Directors

Name	Address
Jonathan Rubin	7450 NW 4 th St., #103, Plantation, FL 33317
Sharon Rubin	7450 NW 4 th St., #103, Plantation, FL 33317
Marcia Rodstein	11401 SW 112th St., Miami, FL 33176
Sherry Kennedy	72 Emerald Court, Satellite Beach, FL 32937

Election of Directors The method of electing additional Directors shall be set forth in the By-laws.

ARTICLE VII. BY-LAWS

Bylaws will be adopted at the first meeting of the Board of Directors. Such by-laws may be amended, repealed, in whole or in part, by the members in the manner provided in the by-laws. Any amendments to the by-laws shall be binding on all members of this corporation.

ARTICLE VIII. OTHER PROVISIONS

In furtherance, but not in limitation, of the powers conferred by statute, the following provisions are made for the regulation of the activities of the Corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an Corporation created for the purposes above stated.
2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any member, officer, director, or any private person, whether during the period of the Corporation's existence, or upon its dissolution, and no such person shall, as such, at any time have or receive, or be entitled to have or receive, any proprietary interest in, or part of, the Corporation's property or assets or any

pecuniary profit or particular benefit from the Corporation; provided, however, that compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred on behalf of the Corporation by any officer, director, agent, or employee, or any other person or corporation, pursuant to and upon general or specific authorization of the Board of Directors.

3. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

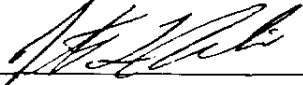
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. References to the Internal Revenue Code shall be construed as references to corresponding provisions of any future tax code.

ARTICLE IX. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, but not including assets held by the Corporation under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is located, to a Corporation or Corporations which are operated exclusively for such exempt purposes. No portion of said assets and property may endure to the benefit of any officer or director of the Corporation or any enterprise organized for profit.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. In furtherance of this responsibility I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the obligations of my position as set forth in section 617.0503, Florida Statutes, and other relevant provisions.



Jonathan L. Rubin, Registered Agent

March 3, 2005

Date

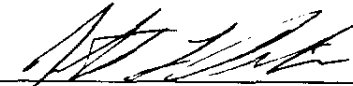
The name and address of the initial Registered Agent is:

Jonathan L. Rubin 7450 NW 4th St., #103, Plantation, FL 33317

ARTICLE IX. INCORPORATOR

The name and address of the Incorporator is:

Jonathan L. Rubin 7450 NW 4th St., #103, Plantation, FL 33317



Jonathan L. Rubin, Incorporator

March 3, 2005

Date