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**FLORIDA NON-PROFIT CORPORATION**

**THE MARIPOSA INTERNATIONAL PROJECT, INC.**

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**ARTICLES OF INCORPORATION  
OF  
THE MARIPOSA INTERNATIONAL PROJECT, INC.**

The undersigned, a majority of the Directors of The Mariposa International Project, Inc., hereby files this, the stated Articles of Incorporation of the Institute for The Mariposa International Project, Inc. as a non-profit corporation under Florida Statutes Chapter 617, the Corporation Not For Profit Act of the State of Florida.

**I ARTICLE - NAME**

The name of the Corporation is The Mariposa International Project, Inc.

**II ARTICLE - DURATION**

This corporation shall exist perpetually and have its principal office/mailling address as: 9546 SW 1<sup>st</sup> Court, Coral Springs, Florida 33071.

**III ARTICLE - PURPOSE**

The corporation is organized exclusively for charitable, eleemosynary, educational, environmental, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**IV ARTICLE - NON-STOCK CORPORATION**

The Corporation shall have no stock and no dividends shall be declared or paid.

**V ARTICLE - APPOINTMENT OF DIRECTORS**

Directors shall be appointed in accordance with the By-Laws of the Corporation.

**VI ARTICLE - BOARD OF DIRECTORS**

A. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the By-laws but shall never be less than one (1) voting member. Notwithstanding the maximum number of directors permitted under the By-laws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carryon the activities of the Corporation.

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C. Election: Removal. Directors shall be elected or removed in accordance with the procedure provided in the By-laws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the By-laws.

E. Resignations. Directors shall resign in accordance with the procedure provided in the By-laws.

F. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

Sharon Pruyn	Michèle Pesek	Dolores Mannix
9546 SW 1st Court	375 Paradise Lane	P.O. Box 293
Coral Springs, FL 33071	Waynesville, NC 28785	Chatham, NY 12037

G. Property. The Board of Directors shall administer and distribute the property held by this Corporation in accordance with the purposes of this Corporation as defined in Article III and the applicable provisions of the By-laws.

#### **VII ARTICLE - INITIAL REGISTERED OFFICE & AGENT**

The initial registered office shall be at Suite 200, 3099 East Commercial Blvd, Ft. Lauderdale, FL 33308. The initial registered agent at that office shall be Samuel S. Goren, Esquire, Suite 200, 3099 East Commercial Blvd, Ft. Lauderdale, FL 33308.

#### **VIII ARTICLE - AMENDMENTS**

These Articles may be amended by a majority vote of the Board of Directors.

#### **IX ARTICLE - MEMBERSHIP**

This corporation shall not have membership.

#### **X ARTICLE - OFFICERS**

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above officers may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of office shall be the same as the terms for Directors as established in the corporate By-Laws.

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**XI ARTICLE - BY-LAWS**

The By-Laws of the Corporation shall be made, altered or rescinded by the majority vote of the Board of Directors.

**XII ARTICLE - LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**XIII ARTICLE - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, assets 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 section of any future federal tax code, or shall be distributed to the federal government, 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent have executed these Articles of Incorporation this 8 day of April, 2005.

  
SHARON PRULYNE

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STATE OF FLORIDA

COUNTY OF BROWARD

I, hereby certify that SHARON PRUYNE, personally appeared before me this day and Acknowledged due execution of the foregoing instrument.

WITNESS my hand and official seal this 8 day of April, 2005.

*Maria A. Perez*  
Notary Public

My Commission Expires:



Maria A. Perez  
MY COMMISSION # D0234041 EXPIRES  
October 26, 2007  
BONDED THROUGH FARM INSURANCE, INC.


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

Pursuant to the provisions of Section 617.0503, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the Corporation is: The Mariposa International Project, Inc.
2. The name and address of the Registered Agent and Office is: Samuel S. Goren, Esquire, 3099 E. Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308.

  
\_\_\_\_\_  
Samuel S. Goren, Esquire  
Goren, Cherof, Doody & Ezrol, P.A.  
3099 East Commercial Boulevard  
Suite 200  
Fort Lauderdale, FL 33308

Date: 4/12/05

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
SAMUEL S. GOREN

Date: 4/12/05

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