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FLORIDA PROFIT/NON PROFIT CORPORATION

SEEDS OF LOVE, INC.

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Articles of Incorporation

of

SEEDS OF LOVE, INC.

(A Florida Corporation, not for profit)

Article I

Name and Address

The name of this corporation shall be: SEEDS OF LOVE, INC. The street address of the initial principal office and the mailing address of the corporation shall be 3250 S.W. 57 Court, Miami, Florida 33155.

Article II

Enabling Law

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit

Article III

Purpose

The purpose for which this corporation is organized is to provide hope, support and counseling referrals to families facing infertility, pregnancy loss or infant death; and to serve as a resource and education center to the community. Additional purposes for which this corporation is organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 504 (C) (3) of the internal revenue code 1986, as amended, and the Regulations promulgated thereunder, being principally to promote and support the purposes of this corporation, further, to provide various social services, education, and the establishment of an Endowment Fund for the purpose of generating a permanent dedicated revenue source for funding the purposes hereof, and other similar purposes generally supplementing or complimenting other resources available to accomplish the goals of this corporation. Toward that end, the corporation shall be empowered to;

- (1) To take and hold, by the bequest, gift, grant, purchase, lease, or otherwise, any money or property, tangible, or intangible, whether real or personal, or any undivided interest therein, without limitation as to amount or value. Further, to receive income from various sources, including public and private grants, fees, rents, loans, and/or any other appropriate source determined to be necessary to

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Page-2-

carry out the purposes of the Corporation, and to determine the best use of those receipts through preparations of annual budgets, approved by the board of

Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted except that no dividends, or part of any income, shall issue, or be paid to any Board Member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance from the receipts of the Corporation, except that a Director may receive a salary and reimbursement of reasonably incurred expenses paid on behalf of the Corporation for services actually performed and expenses actually paid.

- (2) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (3) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (4) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (5) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (6) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporation powers.
- (7) Increase, by a vote of its members, cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (8) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (9) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (10) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise, acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (11) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (12) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (13) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations, partnerships, or individuals, or corporations, whether for profit or not for profit, associations,

Page-3-

partnerships, or individuals, or territory, governmental district, municipality, or of any instrumentality thereof.

- (14) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
- (15) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (16) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (17) Merge with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.
- (18) Exercise all powers authorized by the Laws and Statutes of the State of Florida granted to Corporations not-for-profit specifically including, but not limited to, those powers set forth in Chapter 617 Florida Statutes

Article IV

Term

The period of the duration of this Corporation is perpetual, unless dissolved according to Law.

Article V

Directors

The initial Directors shall be;

- (1) Victoria Gray, 3250 S.W. 57 Court Miami, Florida 33155;
- (2) David Gray, 3250 S.W. 57 Court Miami, Florida 33155;
- (3) Grace McGuire, I Grove Isle Drive Number 1102 Coconut Grove, Florida 33133;
- (4) Melvin Wolfe, Esq., C/O 7331 N.W. 74 Street Medley, Florida 33166;
- (5) Joaquin Urquiola, CPA; 2121 Ponce De Leon Blvd, 11th Floor Coral Gables, FL 33134

who shall serve until their successors are elected according to the bylaws of the Corporation which bylaws shall provide the method of election of directors.

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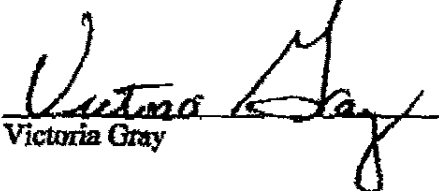
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Page-4-

Article VI

Registered Office and Agent

The street address of the Corporation's initial registered office is 3250 S.W. 57 Court Miami, Florida 33155. The initial registered agent is Victoria Gray 3250 S.W. 57 Court Miami, Florida 33155, who having been named to accept service of process for the above Corporation, SEEDS of LOVE Inc., at the place designated in these articles of Incorporation does by her signature affixed hereto agree to act as the Registered Agent of this Corporation and further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of the duties of Registered Agent imposed by Florida Statutes.


Victoria Gray

Article VII

Incorporator

The name and address of the Incorporator of the Corporation is Victoria Gray 3250 S.W. 57 Court Miami, Florida 33155.

Article VIII

By-Laws

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding by all members of this Corporation.

Article IX

Amendments of Articles

Amendments to theses Articles of Incorporation may be proposed by any Director and presented to a quorum of the Board of Directors for their vote. Amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

Article X

Dissolution

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Section 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

Article XI

Nondiscrimination

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion. This principle shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

Article XII

Membership

The method of membership shall be established in the By-Laws. The Directors shall determine a form of membership certificate that shall be issued to each member of the Corporation. Membership may be terminated according to the By-Laws of the Corporation and all rights and privileges shall cease upon termination of membership. The Corporation shall maintain a membership Log setting forth the name and address of each member and establishing whether each member is active or whether membership of such member has been terminated.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 24 day of May, 2006.

Witness 1 Hiadali Fernandez
Print Witness Name

Witness 2 X
Print Witness Name

Victoria Gray
Victoria Gray, Incorporator

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State of Florida)
SS
County of Miami-Dade)

Before me, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Victoria Gray, personally known to me, or who has produced Florida Driver License bearing Number 6600803709520 as Identification, the person who under oath acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 of May 2006.

Ricardo Rosales
Notary Public, State of Florida

My Commission Expires: 7/16/2007



RICARDO A. ROSALES
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00233046
EXPIRES 7/16/2007
BONDED THRU 1-888-NOTARY

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