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FLORIDA PROFIT/NON PROFIT CORPORATION

CHILDREN'S SPECIAL RESOURCES, INC.

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CHILDREN'S SPECIAL RESOURCES, INC.

ARTICLES OF INCORPORATION

The undersigned Incorporator, by theses Articles, does for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be **CHILDREN'S SPECIAL RESOURCES, INC.**. For convenience, the Corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the By Laws of the Association as the "By Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide special needs children living in foster care or disadvantage, with resources that will cultivate their inner talents

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the By-Laws, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following:

Audit No.

H060001580153

4.1 General. The Corporation shall have all of the common law and statutory powers of a not-for-profit Corporation under the laws of Florida that are not in conflict with the provisions of these Articles.

ARTICLE V

MEMBERS

5.1 Membership. The members of the Association shall consist of those designated by the Board of directors from time to time in accordance with the by laws.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, votes shall be exercised or cast in the manner provided by the Declaration and the By Laws.

5.3 Meetings. The By laws shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association shall have a perpetual existence.

ARTICLE VII

INCORPORATOR

The name of the incorporator to these Articles is as follows:

Name

Address

Lourdes Seda

9731 NW 41 st.
Miami, Florida 33178

Audit No.

H060001580153

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the By laws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting. The By laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President, Vice President
and Secretary

Lourdes Seda
9731 NW 41 st.
Miami, Florida 33178

ARTICLE IX

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By Laws.

9.2 Duties and Powers. All of the duties and powers of the Articles and the By-laws shall be exercised exclusively by the Board of Directors.

9.3 Election; Removal. Directors shall be elected at the annual meeting of the members in the manner determined by the ByLaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By laws.

9.4. First Directors. The names and addresses of the members of the first board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

NAME

ADDRESS

Lourdes Seda

9731 NW 41 st.
Miami, Florida 33178

Audit No.
H060001580153

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, or officer of the Corporation, against expenses (including attorney's fees and appellate attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to, the best interest of the Corporation.

10.2 Expenses. To the extent that an officer, director, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees and appellate attorneys fees) actually and reasonably incurred by him in connection therewith.

10.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any ByLaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

BY- LAWS

The first By laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and Members in the manner provided in the By-laws.

Audit No. HD 6000 1580 153

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendments is to be considered.

ARTICLE XIII

ADDRESS

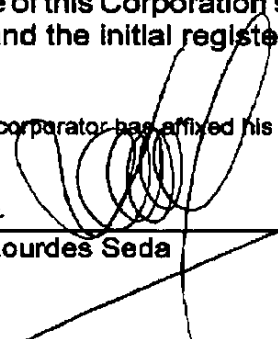
The principal place of business of the Corporation shall be located at 10305 NW 41 st. Miami, Florida 33178, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIV

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be located at 9769 S. Dixie Hwy, Suite 101, Miami 33156, and the initial registered agent of the Corporation at the address is Jorge Gaviria.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this April 27, 2006.


+
Lourdes Seda

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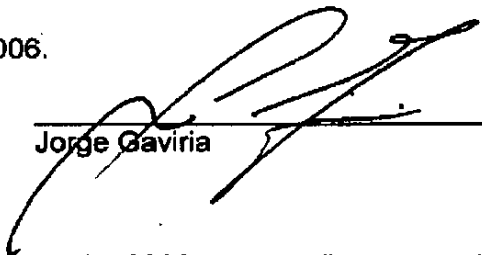
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

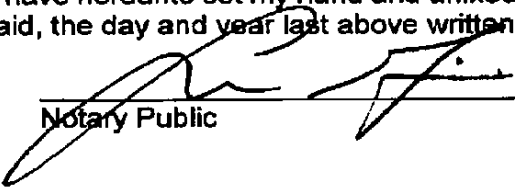
DATED THIS June 14, 2006.


Jorge Gaviria

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this June 14, 2006, personally appeared before me an officer duly authorized to administer oaths and take acknowledgments, Lourdes Seda, to me known to be the individual described in and who executed the foregoing instrument as Incorporator to the Articles of Incorporation of **CHILDREN'S SPECIAL RESOURCES, INC.**, a Florida Corporation not for profit, and he acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, the day and year last above written.


Notary Public

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