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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

NICHOLAS SPEAKS CORP.

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ARTICLES OF INCORPORATION

NICHOLAS SPEAKS CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is NICHOLAS SPEAKS CORP.

The principal place of business of this corporation shall be:

1717 N. Bayshore Drive, #3540
Miami, Florida 33132

ARTICLE II

The period of duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is:

To create, form and establish a charitable organization to raise money for underprivileged families with one or more autistic children; to promote, further and support selected charitable activities through grants, funding and financial assistance to various individuals, institutions and organizations dedicated to helping the families of autistic children; to aid, encourage, stimulate, foster and promote artistic and cultural activities through grants, bequests, gifts or otherwise to individuals, groups, institutions and organizations; to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort without limitation as to amount or value and to use, disburse or donate the income or principal thereof exclusively for charitable purposes; to raise funds and solicit donations from interested individuals, charitable, educational and scientific organizations and foundations, and other interested organizations and foundations, agencies, institutions, associations and corporations and to administer and expend such funds in furtherance of the corporate goals and purposes; to receive, establish and maintain a fund or funds of real or personal property, or both, and subject to any restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, scientific and educational purposes either directly or by funding programs or projects that accomplish such charitable, cultural and educational purposes.

ARTICLE IV

The corporation will have no members. The manner in which directors shall be elected or appointed shall be set forth in the by-laws.

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ARTICLE V

The number constituting the initial Board of Directors of the corporation is 4, and the names and addresses of the persons who are to serve initially are:

Veronica Ruelas, Director
1717 N. Bayshore Drive, #3540
Miami, Florida 33132

David Ruelas, Director
100 Old Western Highway
Blauvelt, New York 10913

Jennifer Ruelas, Secretary
28 Benson Point Court
Stony Point, New York 10980

Luis Ruelas, Treasurer
28 Benson Point Court
Stony Point, New York 10980

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

Said corporation is organized exclusively for charitable, educational 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 III 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 any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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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.

ARTICLE VIII

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 2006.


Lawrence A. Kirsch

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, F.S. (Not for Profit)
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:

NICHOLAS SPEAKS CORP.

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

VERONICA RUEZAS

(Name)

717 N. BAYSHORE DRIVE #3540

(P.O. Box NOT acceptable)

MIAMI, FL 33132

(City/State/Zip)

*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

Date

7-26-06

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