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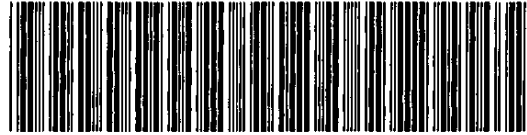
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December 14, 2006

VIA FEDERAL EXPRESS
Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Charis Naomi Foundation, Inc.

Dear Sir or Madam:

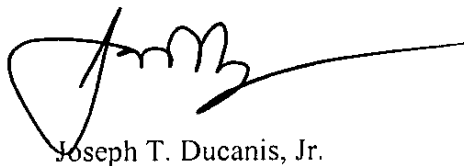
Enclosed for immediate filing are the original Articles of Incorporation for the above referenced non-profit corporation, along with my firm's check in the amount of \$70.00 for the filing fees.

Please receipt-stamp the enclosed copy of same, and return it to me in the postage-paid envelope provided for your convenience.

Thank you in advance for your prompt attention to this matter.

Sincerely,

ROGERS, MORRIS & ZIEGLER LLP



Joseph T. Ducanis, Jr.

JTD:jk
Enclosures

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**ARTICLES OF INCORPORATION
OF
CHARIS NAOMI FOUNDATION, INC.
(a Not For Profit corporation)**

The undersigned, acting as Incorporator of the CHARIS NAOMI FOUNDATION, INC., a corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME; PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be CHARIS NAOMI FOUNDATION, INC. (hereinafter, the "Corporation"). The principal office of the Corporation is located at 3050 Northeast 47th Court, Unit 604, Fort Lauderdale, Florida, 33308, and the mailing address of the Corporation is P.O. Box 39813, Fort Lauderdale, Florida, 33339-9813.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to advance the cause of Jesus Christ, with all distributions for such cause to be made exclusively to organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities under the Internal Revenue Code of 1986, as amended, which qualify for a charitable deduction.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the

purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATOR

The name of the Incorporator of the Corporation is Darrick Gockerell, and the address of said Incorporator is P.O. Box 39813, Fort Lauderdale, FL, 33339-9813.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors shall be elected in a manner as provided for in the Bylaws of the Corporation.

ARTICLE IX

BY-LAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3050 Northeast 47th Court, Unit 604, Fort Lauderdale 33308, and the name of the registered agent of the Corporation at that address is Darrick Gockerell.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 12th day of Dec., 2006.



Darrick Gockerell

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Darrick Gockerell

Dated: 12/12/2006