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**ARTICLES OF INCORPORATION
OF
POWER BEHIND THE PASSION, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit under Section 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **POWER BEHIND THE PASSION, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3745 N.E. 171st Street, Suite 62
Miami, FL 33160

ARTICLE III - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This is a non-stock, non-profit corporation. The purpose is to engage in any lawful act or activity for which non-profit corporations may be organized under Florida law and more specifically:

1. To further charitable, religious and educational purposes, and in furtherance of these purposes, to provide transformational programs and services to low-income women seeking employment as a means of self-sufficiency and economic independence. The corporation will assist women suffering from economic hardships make the transition to the work-force by providing grants, professional attire, career skills training and related support services.

2. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify

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as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed and to hold use and dispose of same.

4. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

5. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

6. To engage in any kind of activity, and to enter into, perform and carry out contract of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of this corporation.

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.

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.

ARTICLE V - DISTRIBUTIONS AND DISSOLUTION

The Corporation dedicates all assets it has or may acquire to the exempt purposes of section 501(c)(3) and specifically, without limiting the foregoing:

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 herein.

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 VI - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased from time to time in accordance with the bylaws of the corporation but shall never be less than three. The manner of selection of the directors shall be set forth in the corporation's bylaws. The names and addresses of the initial directors of this corporation are:

Linda Peterson
9284 SW 212 Terrace
Miami, FL 33189

Nicole Wild
3745 NE 171st Street
Suite 62
Miami, FL 33160

Vicki Hinz
2525 Ponce De Leon Blvd.
5th Floor
Coral Gables, FL 33134

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Glen R. Goldsmith
Goldsmith & Atlas, P.A.
Two Datan Center
9130 S. Dadeland Blvd., Suite 1509
Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Glen R. Goldsmith
Goldsmith & Atlas, P.A.
Two Datan Center
9130 S. Dadeland Blvd., Suite 1509
Miami, Florida 33156

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ARTICLE IX - AMENDMENTS TO ARTICLES

These Articles may be amended by a majority vote of the Board of Directors at any meeting duly convened for that purpose.

IN WHITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 9 day of January, 2007.


GLEN R. GOLDSMITH
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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.


GLEN R. GOLDSMITH
Registered Agent

Date: 1-9-2007

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