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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 1/11/07

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Healthful Kids Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

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☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

**ARTICLES OF INCORPORATION
OF
HEALTHFUL KIDS, INC.**

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07 JAN 10 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe, adopt and approve these Articles of Incorporation as follows:

I. NAME

The name of this corporation shall be the HEALTHFUL KIDS, INC.

II. DURATION

The term of existence of this corporation is perpetual from the date hereof.

III. STATUS

The corporation is a not-for-profit corporation under section 501 (c) (3) of the Internal Revenue Code.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

V. PURPOSE OF BUSINESS

This corporation is formed primarily to promote and advocate for health care and education for children with an emphasis on nutrition.

No part of the net earning of which inures to the benefit of any member or individual. This corporation may to a lesser and insubstantial extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue code, as amended (the "Code"). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law.

VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 407 Lincoln Road, Penthouse Southeast, Miami Beach, Florida 33139, and the named registered agent of

this corporation at the stated address is Craig M. Dorne, PA and may be changed as permitted by law

VII. DIRECTORS

This corporation shall have at least three (3) directors. The board of directors may determine the size of the board and elect additional or fewer directors with a majority vote of the members, at not time, however, shall there be fewer than three (3) directors. The name and street address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Ronni Litz Julien	2627 NE 203 Street No. 113 Aventura, FL 33180
Joni Meiselman	2627 NE 203 Street No. 113 Aventura, FL 33180
Belinda Tuckerman	2627 NE 203 Street No. 113 Aventura, FL 33180
Myra Farr	2627 NE 203 Street No. 113 Aventura, FL 33180

VIII. MEMBERS

The members of the Corporation shall be the Directors of the Corporation and such other individuals and entities as the Board of Directors may from time to time designate and elect.

IX. DISPOSITION OF ASSETS

In the event of the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to an organization or organizations which are exempt under section 501 (c) (3) of the Code. The board of directors shall ascertain such organization(s) are engaged in activities of the type described in Article V above. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

X. PROHIBITED ACTIVITIES

Other provisions of the Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or retain any excess business holdings as defined in Section 4943 (c) of the Code, or make any investments in such manner as to subject it to tax under Section 4944 of the code, or make any taxable expenditures as defined in Section 4945 (d) of the code.

No part of the corporation's earning shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except for which the corporation is authorized and empowered to pay for reasonable compensation and expenses for services rendered in furtherance of the purposes herein set forth.

XI. BOARD OF DIRECTORS

The initial directors and those for subsequent terms shall be chosen pursuant to Article VII. If a vacancy shall occur in any office for any reason including the death, resignation, removal or disqualification of the person holding such office, the Board of Directors may fill such vacancy for the unexpired portion of the term.

XII. INDEMNIFICATION

Each person who at any time is, or shall have been, a director or officer of the Corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact the he or she is, or was, a director, officer, employee or agent of the Corporation, or is or has served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid to the full extent permitted under Section 617.0831 of the Florida Not for Profit Corporation Act, as from time to time amended and Section 6070850 of the Florida General Corporation Act, as from time to time amended (collectively, the "Act"). The foregoing right of indemnification shall in no way be exclusive or any other rights of indemnification to which such director, officer, employee or agent may be entitled, under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, 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.

XIII. BYLAWS

The Bylaws may be altered, amended or repealed by a two-thirds vote of the full membership of the Board of Directors. Any meeting in which such action is to be voted upon should provide 30 day advance notification to members of the Board of Directors and set forth such purpose. Waiver of notice is permitted as provided by law.

XIV. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein conferred are granted subject to this reservation.

XV. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address for the corporation is 2627 NE 203 Street, No. 113, Aventura, FL 33180, and may be changed as permitted by law.

XVI. INCORPORATOR

The name and street address of the incorporator signing these articles is:

Name

Address

Ronni Litz Julien

2627 NE 203 Street
No. 113
Aventura, FL 33180

IN WITNESS WHEREOF the undersigned Incorporator has set her hand this 4th day of January, 2007, effective said date.

Ronni Litz Julien

Ronni Litz Julien

The undersigned accepts being the registered agent for the corporation, and is familiar with and accepts the obligations of the position.

Craig M. Dorne, PA

Craig M. Dorne

Craig M. Dorne, President
Registered Agent

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TALLAHASSEE, FLORIDA