

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

FRIENDS OF IELADEINU INC.

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF IELADEINU INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I- Name

NAME OF CORPORATION: The name of the corporation is FRIENDS OF IELADEINU INC..

Article II- Principal Office

PRINCIPAL OFFICE: The principal office of the corporation is located at 1001 Brickell Bay Drive, Suite 3112, Miami, Florida, 33131.

MAILING ADDRESS: The mailing address of the corporation is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida, 33131.

Article III- Purpose

CORPORATE PURPOSES

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including the prevention of domestic abuse, violence, sexual abuse, and neglect of children in the United States and worldwide; and for such purposes, to make distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article IV- Manner of Election

DURATION/MEMBERSHIP: The period of duration is unlimited. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

Article V- Initial Officers

INITIAL OFFICERS: The initial officers are as follows: President, Sara Kavana; General Counsel, Steven L. Cantor.

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Article VI- Initial Registered Agent

REGISTERED AGENT: The name of the registered agent of the corporation is SLC Corporate Services. The address of this registered agent is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida, 33131.

Article VII- Incorporator

INCORPORATOR: The name and address of the incorporator is: Steven L. Cantor, 1001 Brickell Bay Drive, Suite 3112, Miami, Florida, 33131.

Article VIII- 501(c)(3) Limitations

501(c)(3) LIMITATIONS

A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

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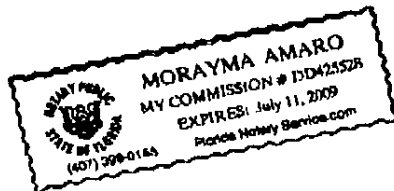
Article IX- Indemnification**INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 18 day of April, 2007, effective upon filing same with the Florida Department of State.

FRIENDS OF IELADEINU INC.
STEVEN L. CANTOR,
Authorized Representative**STATE OF FLORIDA**) SS:
)**COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 18 day of April, 2007, by **STEVEN L. CANTOR**, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.


Notary Public - State of FloridaMorayma Amaro
Printed name of Notary Public

My Commission Expires: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 608, Florida Statutes, the following is submitted that **Friends of Ieladeinu Inc.**, desiring to organize or qualify under the laws of the State of Florida, has named **SLC Corporate Services, Inc.**, whose address is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, as its agent to accept service of process within Florida.



STEVEN L. CANTOR,
Authorized Agent

Dated: April 18, 2007

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.**

SLC Corporate Services, Inc.

By: 

STEVEN CANTOR,
Authorized Representative

Dated: April 18, 2007

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