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**FLORIDA PROFIT/NON PROFIT CORPORATION****DOWNTOWN HELPING HANDS FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
DOWNTOWN HELPING HANDS FOUNDATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under the Florida Corporation's Not for Profit Law set forth under Chapter 617 of the Florida Statutes (the "Act") and for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be DOWNTOWN HELPING HANDS FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is and the mailing address of the Corporation is 301 Clematis Street, Suite 200, West Palm Beach, Florida 33401.

ARTICLE III - Purpose

A. The Corporation is primarily organized to enhance and promote education and awareness regarding the poor and distressed and mentally ill within the community.

B. The Corporation shall be organized to partnership with individuals in the business community and public agencies which will provide for the assistance and relief to the poor and distressed, mentally ill and homeless.

C. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

D. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this

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Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

F. The purposes for which the Corporation is organized shall be limited to those which are strictly charitable. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code"); or (2) of a corporation, contributions to which are deductible under Section 170(c) of the Code.

G. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

H. The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

I. The Corporation shall not be operated for the primary purpose carrying on an unrelated trade or business as defined in Section 513 of the Code.

J. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests; and

K. In general, the Corporation shall do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the Act and preserve its status under Section 501(c)(3) of the Code.

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is Broad and Cassel, 7777 Glades Road, Boca Raton, Florida 33434 and the name of the initial registered agent of the Corporation at that address is David W. Jamison, Jr., Esq.

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- A. The initial number of directors of the Corporation shall be seven (7).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Members of the Board of Directors shall serve without compensation, but shall receive travel and per diem expenses, while in the performance of his or her duties as shall be determined by the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Tim Harris	201 S. Narcissus Avenue, #403 West Palm Beach, Florida 33401
Howard Pincus	610 Clematis Street, #410 West Palm Beach, Florida 33401
Dr. Joaquin Garcia	502 28 <sup>th</sup> Street West Palm Beach, Florida 33407
Bruce Sutka	Sutka Productions 424 Palm Street West Palm Beach, Florida 33402
Art Bullard	200 2 <sup>nd</sup> Street P.O. Box 3366 West Palm Beach, Florida 33402
Jessica Stump	3050 Presidential Way, #1010 West Palm Beach, Florida 33401
Amelia Ostrosky	201 S. Narcissus Avenue, #801 West Palm Beach, Florida 33401

- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

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G. The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of Board of Directors at which time an election of Directors will be held.

H. Directors elected at the first annual meeting of Directors, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of Board of Directors following the election of Directors and until the qualification of the successors in office.

I. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

J. The Board of Directors shall annually elect one of its appointive members as chairperson and one as vice chairperson. The members may, by a majority vote remove a member from the position of chairperson or vice chairperson prior to the expiration of his or her term as chairperson or vice chairperson. His or her successor shall be elected to serve for the balance of the removed chairperson's or vice chairperson's term.

K. The chairperson of the Board of Directors shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the Board of Directors, and the official seal of the Corporation.

L. The Board of Directors shall meet upon the call of the chairperson, at the request of the vice chairperson, or at the request of a majority of the Board of Directors.

M. The Board of Directors shall meet no less than three (3) times per calendar year. A majority of the total number of all directors shall constitute a quorum. The Board of Directors may take official action by a majority vote of the members present at any meeting at which a quorum is present. Any member of the Board of Directors may participate by telephone or videoconference by which each member may hear every other member, however, members may not vote by proxy.

#### ARTICLE VII - Incorporator

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

Name

Street Address

David W. Jamison, Jr., Esq.

Broad and Cassel  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434

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ARTICLE VIII - Members

The Corporation shall not have members.

ARTICLE X- Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

A. The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the directors at a duly called meeting of the Board of Directors in accordance with these Articles of Incorporation.

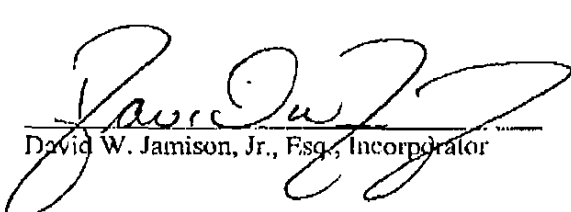
B. Members of the Board of Directors shall serve without compensation, but shall receive travel and per diem expenses, while in the performance of his or her duties as shall be determined by the Board of Directors.

ARTICLE XII - Dissolution

A. Upon 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of June, 2007.

  
David W. Jamison, Jr., Esq., Incorporator

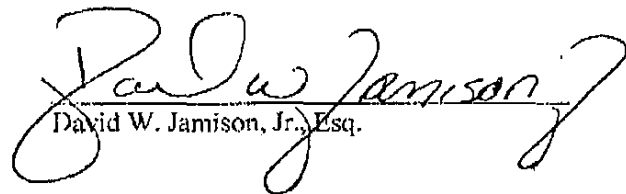
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Downtown Helping Hands Foundation, Inc.

Dated: June 28, 2007

  
David W. Jamison, Jr., Esq.

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