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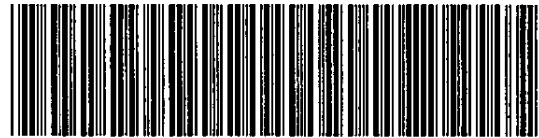
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 6 2007

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HELP FOR CHILDREN & FAMILY'S IN NEED, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: GASTON FRAGELUS, REGISTERED AGENT
Name (Printed or typed)

770 N.E. 86TH STREET
Address

MIAMI, FL. 33138
City, State & Zip

(786)877-5343
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
HELP FOR CHILDREN & FAMILY'S IN NEED, INC.
A Non-Profit Corporation**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Under the NOT FOR PROFIT CORPORATION ACT of the State of Florida statutes, adopt the following Articles of Incorporation for such corporation:

Article 1

NAME

The name of this corporation, hereinafter referred to as the " Corporation" is

Help for Children & Family's in Need, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article 2

CORPORATION NOT FOR PROFIT

TAX EXEMPT STATUS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law.

A- This corporation shall not possess or exercise any power or authority either expressly by interpretation or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify as a corporation described in Section 501(c) (3) of the Internal Revenue code of 1954, as amended (hereafter sometimes referred to as the code", contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B- No part of the assets or net earnings of these corporations shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c) (3) of the code.

C-This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D- No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E- At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or another jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F- No compensation, loan or other payment shall be paid or made to any officer, director, incorporation of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and / or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or the earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons, or inure to, be used for accrue to or to the benefit of any such person or private individual(pursuant to the prohibition contained in Section 501(c) (3) of the code).

G- No solicitation of contributions to this corporation shall be made, and no gift bequest or devise to this corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose it's exemption from payment of federal income taxes.

H- Notwithstanding any other provisions of these articles, if at any time or times the corporation shall be a " private foundation" as defined in section 509 of the code, than during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942(d) of the code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to and only to one or more organizations described on Section 501(c) (3) of the code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall not be "publicly supported" within the meaning of that code.

2. Any references herein to any provisions of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing amended, supplemented, or superseded as the case may be.

Article 3

PERPETUAL EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida

Article 4

The initial street address in the state of Florida of the initial registered office of the corporation is: 770 N.E. 86th Street Miami, Florida 33138-3626
and the name of the initial registered agent at such address is: Gaston Fragelus

Article 5

The Territory in which the operations of the Corporation are principally to be conducted at: Corporate Headquarters South Florida, State of Florida, as well as the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

Address of Corporation :

770 N.E. 86th Street Miami, Florida 33138-3626

Article 6

The number of initial directors of this Corporation shall be three (3) and the names and addresses of the initial directors are as follows:

Gastn Fragelus, Chair Board/Pres.	770 N.E. 86th Street Miami, Florida 33138-3626
Merlande Fragelus, Dir/VP.	770 N.E. 86th Street Miami, Florida 33138-3626
Stephan St. Charles, Dir/VP.	770 N.E. 86th Street Miami, Florida 33138-3626
May Rieniell, Dir-Sec	770 N.E. 86th Street Miami, Florida 33138-3626
Soihneuse Fragelus	770 N.E. 86th Street Miami, Florida 33138-3626

Article 7

The name(s) and address (es) of the incorporator(s) of this corporation is/are:

Gastn Fragelus, Chair Board/Pres.	770 N.E. 86th Street Miami, Florida 33138-3626
Merlande Fragelus, Dir/VP.	770 N.E. 86th Street Miami, Florida 33138-3626
Stephan St. Charles, Dir/VP.	770 N.E. 86th Street Miami, Florida 33138-3626
May R.ieniel,Dir-Sec	770 N.E. 86th Street Miami, Florida 33138-3626
Soihneuse Fragelus, Dir-Treas.	770 N.E. 86th Street Miami, Florida 33138-362

Article 8

PURPOSES

A) *Help For Children & Family's In Need, Inc.*

To establish a strong relationship with the youth of today to become leaders of tomorrow. We will establish and maintain a Youth Center for the instruction in and the promotion of the principles and studies for the intellectual, moral, spiritual and physical development and improvement of mankind, and for the promotion of the harmony, health and happiness of mankind, and to apply such principles and teachings for such purposes, to further carry out these objectives, this corporation shall have power to establish and maintain a sanatorium for the Youth, as their Youth free Zone. to furnish food and other aids and necessities recommended by this corporation; to use all lawful and usual methods and means of educating, aiding and treating its students such instruction and aid to persons who personally attend the courses of study and instruction, as well as those who are at a distance; to grant diplomas for the achievement of the positive things in life and confer degrees on its youth members who are deemed proficient and fitted to receive them.

Our purpose is to create an environment that nurtures and encourages children to

reach their full potential :

Education - Educating the educator program teaching the instructors and teachers, to understanding with compassion of their pupils. Helping each of them to make positive decisions effecting their life.

Education Supplies - School products and home office supplies will supply the schools in economically challenged school districts.

Health Care - Providing the necessary health care, as well as nutrition. Through volunteers networks of professional medical staff they will provide assessment of the sick, proscribing treatment and medicine.

Supply Distribution - will collect donations of new personal items such as clothing, toiletries and blankets etc.

After School Program - program will offer a after school and Saturday tutoring program. Teaching computers, job interviewing, banking, job skills etc.

Mentorship Programs - this will provide a program that identifies and provides resources to meet the needs of the disadvantage.

Relief Efforts - Program will include a damage assessment for Food and energy supplies as well as shelters.

Family Values and Community Involvement: The purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the member shall become more efficient in their homes, broader in their sympathies and more forceful in raising the standard of civic morality.

Article 9

BOARD OF DIRECTORS:

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

- A. The Initial Interim Board of Directors will be elected from a slate chosen by the founders and nominating committee
- B. The management of this corporation shall be vested in a board of not less than three nor more than twenty-one directors chosen by ballot. The active boards of directors which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.
- C. The names and addresses of the persons who shall serve as directors until the first annual meeting of members or until their successors shall have been elected every three years and qualified, are as follows: All Board Of Directors shall be elected by ballot every Two years, cast by the active Board of Directors nominating committee at each annual meeting to serve for a period of Two years. The Board shall have the power to fill any vacancy occurring in the interim of annual meetings.
- D. The control and management of the affairs of this corporation shall be vested in a board of directors or not less than three nor more than twenty-one (21).

Article 10

Having been named as Registered Agent and to accept services of process for the 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 am familiar with and accept the obligations of my position as registered agent.


Gastn Fragelus, Chair Board/Pres., Registered Agent

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Signature
Gastn Fragelus, Chair Board/Pres., Incorporator

Signature
Merlande Fragelus, Dir/VP, Incorporator

Signature
Stephan St. Charles, Dir/VP., Incorporator

Signature
May Lieniel, Dir-Sec, Incorporator

Signature
Soihneuse Fragelus, Dir-Treas., Incorporator