

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

RIVER OF HOPE FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch DEC 11 2007

**Articles of Incorporation
of
River of Hope Foundation, Inc.
A Not For Profit Corporation**

The undersigned, by these Articles, hereby from this non-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The Name of the corporation shall be River of Hope Foundation, Inc. for convenience; the Corporation shall be referred to in this instrument as "the Corporation."

ARTICLE II - PRINCIPLE PLACE OF BUSINESS

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

309 E. Di Lido Drive
Miami Beach, Florida 33139.

ARTICLE III - PURPOSES AND POWERS

This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes - the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.

This community-based non-profit's purpose is to:

- Empower and supplement underprivileged children and orphans living, in among other places, foster homes and orphanages, in the United States and across the globe, with personal, educational and intellectual developmental programs.

This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (1) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) contributions which are deductible under Section 170(e)(2) of the Internal Revenue Code.

ARTICLE IV - MEMBERSHIP AND VOTING

The corporation is governed by Board of Directors. The manner in which the directors are elected is by ballot at the annual meetings of the corporation. If a vacancy occurs or the board is expanded prior between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be re-elected at the next annual meeting following the process described in the By-Laws.

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ARTICLE V - NONSTOCK BASIS

The corporation is organized (and shall be operated) within the meaning of the Not For Profit Corporation act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the By-Laws.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent of this corporation is:

**Camille Chee-Awai
309 E. Di Lido Drive
Miami Beach, Florida 33139**

ARTICLE VII - INITIAL BOARD OF DIRECTORS/ OFFICERS

This Corporation shall have five director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

**Nadina Popper
5701 Biscayne Blvd., Suite 502
Miami, Florida 33137**

Director

**Camille Chee-Awai
309 E. Di Lido Drive
Miami Beach, Florida 33139**

Director

**Paula Iversen
747 Michigan Avenue, Apt. 201
Miami Beach, Florida 33139**

Director

ARTICLE VIII - ASSETS OF THE CORPORATION

"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 in Article III hereof. 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. 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

ARTICLE IX - DISSOLUTION OF CORPORATION

"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 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 the Court of Common Pleas 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 X - AMENDMENT OF ARTICLES OF INCORPORATION

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

ARTICLE XI - DATE OF ADOPTION OF ARTICLES OF INCORPORATION

These Articles of Incorporation were adopted by the Incorporators/ Board of Directors who are listed and have signed below on December 7, 2007.


Nadine Popper, Director

December 7, 2007

~~Camille Cho-Awat~~

December 7, 2007

x Paula Iversen
Paula Iversen

December 7, 2007

[illegible]

ACCEPTANCE BY REGISTER AGENT

Having been named as Registered Agent to accept service of process for the above stated foundation 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.

X Camille Chee-Awai

December 7, 2007