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2008 FEB -4 P 3:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 5 2008  
D.A. WHITE

## COVER LETTER

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

SUBJECT: GOLDEN HEART CHILDREN FOUNDATION,  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) INC.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: MAGDA ROBLES  
Name (Printed or typed)

10380 N.W. 10<sup>th</sup> ST.  
Address

PLANTATION, FL. 33322  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDEN HEART CHILDREN FOUNDATION, INC.**  
**a Non-Profit Corporation**

**FILED**  
FEB - 4 P 3: 20  
TALLAHASSEE, FLORIDA

The undersigned incorporators, in order to form a non-profit corporation under the laws of the State of Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation ("Corporation") is Golden Heart Children Foundation, Inc..

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3325 South University Drive, Suite 108, Davie, Florida 33328, and the mailing address is the same.

**ARTICLE III - PURPOSE OF THE CORPORATION**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) under the Internal Revenue Code or corresponding section of any future Federal Tax Code. The specific purposes are: is to assist, contribute and facilitate the development of children in the Country of Colombia and, specifically, the assistance of children in stress and in situations of abandonment and/or situations where children have been victims of inter-family violence or abuse, said objectives shall be effectuated through systematic intervention with the ultimate goal of providing the children and their families with physical, social and emotional well-being. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code; or (b) by an organization contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

**ARTICLE IV - DIRECTORS**

The initial board of directors shall consist of four (4) members. Their names and addresses are as follows:

Magda Robles  
10380 Northwest 10<sup>th</sup> Street  
Plantation, Florida 33322

Natalie Oliveros  
2517 Bogota Avenue  
Cooper City, Florida 33026

Hedy Sierra  
282 Southwest 179<sup>th</sup> Avenue  
Pembroke Pines, Florida 33029

Amparo Morales  
17411 Northwest 8<sup>th</sup> Street  
Pembroke Pines, Florida 33029

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the by-laws.

#### **ARTICLE VI- INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent of this Corporation are:

Magda Robles  
10380 Northwest 10<sup>th</sup> Street  
Plantation, Florida 33322

#### **ARTICLE VII - INCORPORATOR**

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

Magda Robles  
10380 Northwest 10<sup>th</sup> Street  
Plantation, Florida 33322

#### **ARTICLE VIII - TERM OF EXISTENCE**

The period of duration of this Corporation is perpetual.

#### **ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications or membership in the manner of admission shall be set forth in and regulated by the by-laws of the Corporation.

#### **ARTICLE X - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the by-laws of the corporation.

## **ARTICLE XI - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided in the by-laws or by State law. Every amendment shall be approved by the Board of Directors proposed by them to the members, and approved at a members meeting by a majority of the members, unless all of the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XIII - DISSOLUTION**

In the event of dissolution to this Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this Corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose as specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

## **ARTICLE XIV - LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (accept as otherwise provided in Section 501H of the Internal Revenue Code) and this 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, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501C3 of the Internal Revenue Code; or (2) by a corporation contributions to which are deductible under Section 170C2 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT**

Prohibition against Private Inurement: No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

## **ARTICLE XVI - COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided to employees, directors or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

## **ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this Corporation is a private foundation as described in Section 509A of the Internal Revenue Code, the Corporation (1) shall distribute its income for said period at such time and manner as not subjected to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self dealing as defined in Section 4941D of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4942C of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945D of the Internal Revenue Code. The undersigned Incorporators hereby declare under penalties of perjury that the statements made in the foregoing Articles of Incorporation are true and correct.

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of December, 2007.

  
Name: **MAGDA ROBLES**

## **ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for GOLDEN HEART CHILDREN FOUNDATION, INC. 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.

Date: December 26<sup>th</sup>, 2007

  
Name: **MAGDA ROBLES**

Prepared By:

Michael H. Merino, Esq  
Michael H. Merino, P.A.  
6741 Orange Drive  
Davie, FL 33314  
Florida Bar # 0062073  
(954)321-7701

**FILED**  
2008 FEB - 4 P 3 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA