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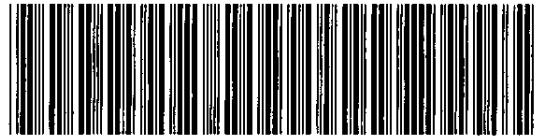
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: TABITHA'S CAREGIVER MISSION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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: MYRTHO DERILUS

Name (Printed or typed)

351 N. CONGRESS AVE #203

Address

BOYNTON BEACH, FL 33436

City, State & Zip

(561) 523-0280

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
TABITHA'S CAREGIVER MISSION, INC.**

A Non-Profit Corporation

The undersigned, acting as incorporators of a Florida corporation Not-for-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is **Tabitha's Caregiver Mission, Inc.**

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principle place of business and mailing address of the corporation shall be:
2500 NW 79TH Ave, Suite 157, Doral, Florida 33122 and the mailing address is 351 N.
Congress Avenue, Boynton Beach, Florida 33436.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is Myrtho Derilus **and the street address of its initial registered office is** 2500 NW 79th Avenue, Suite 157. Doral, Florida, 33122.

ARTICLE IV

SPECIFIC AND GENERAL PURPOSES

A. The specific and primary purpose for which this corporation is formed is to support the orphans and the street children with charitable contributions, and to implement educational activities within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law and Chapter 617 of Florida Statutes. In furtherance of such purposes, the Organization shall have the power to:

(a) Support the lives of the most disadvantaged children by helping them with food, clothing, education, and shelters, religious, social, civic and create environments available for them and they will be educated in general and technical education settings to the fullest extent possible.

(b) Create an environment for the children learning; to promote the use of different and innovative learning methods; to provide opportunities for all children to maximize and expand their learning experiences as well as identify and address any deficiencies; to promote the use of different and innovative learning methods; to enhance the children motivation by increasing self-esteem; to provide standards of behavior and accountability; to provide a safe environment where the children feel free to express their religious beliefs; to require the measurement of learning outcomes and skill mastery of the basic reading, writing, mathematics, science and the arts and to create an environment where the instructors can use new methods to address all the needs of the children in order to promote learning.

(c) Have and exercise such incidental powers, rights, and privileges as may reasonably be necessary to carry out the purpose and business for which this corporation is established, provided that such incidental powers shall be exercised in a manner

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consistent with tax-exempt status under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, of the United States of America.

B. The general purpose for which this corporation is formed is to organize and operate exclusively for religious, charitable and educational purposes that will provide the children a general education as well as qualifying it as an exempt supporting and educational organization, including for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

C. The activities of the Organization will be financed by dues from members, other charitable organizations; receive donations in cash, check, food, clothing and all monies from any lawful means; to establish funds and solicit contribution thereto from individuals, government, churches and businesses and maintain a financial resources to maximize the well being of each child and pay all expenses of the business of the Organization. Acquire by gift, purchase or otherwise own, hold, and maintain, exchange, convey, lease, sell, transfer, dedicate to public use or otherwise dispose of lands and chattels, to acquire by annuity, bequest and otherwise to dispose personal property in connection with the affairs of the Organization.

D. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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, 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 V

DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

MEMBERSHIP

Membership is open to any organizing group who is willing to assist the advancement of the cause of this organization. This corporation is willing to subordinate to and subject to the organizing group of initial incorporator' vision and mission for Tabitha's Caregiver Mission, Inc. The corporation will also foster and develop an Advisory Council which will consist of a well balanced group of people with a range of professional expertise in organizational, financial, legal and other skills to enhance the operational quality of this institution.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The incorporators shall constitute the first Board of Directors of the Organization. The names and addresses of such persons, who subject to these Articles of Incorporation and by-law of the corporation and the laws of the State of Florida, shall hold office until their successors are selected and qualified. These shall be:

President: Myrtho Derilus
Vice-President: Dr. Serge L. Alexandre
Secretary: Dr. Joseph J. Nitti
Treasurer: Eng. Celestin Xavier Pierre
Assistant Treasurer: Roosevelt Petit

ARTICLE XIII

PHYSICAL ADDRESS OF THE BOARD MEMBERS

The name and mailing address of each acting incorporator is: **Names and Address of the Board of Directors:**

Myrtho Derilus	2500 NW 79 th Avenue, Suite 157 – Doral, Florida 33122
Dr. Serge L. Alexandre	2500 NW 79 th Avenue, Suite 157 – Doral, Florida 33122
Dr. Joseph J. Niti	2500 NW 79 th Avenue, Suite 157 – Doral, Florida 33122
Eng. Celestin X. Pierre	2500 NW 79 th Avenue, Suite 157 – Doral, Florida 33122
Roosevelt Petit	2500 NW 79 th Avenue, Suite 157 – Doral, Florida 33122

ARTICLE IX

ELECTION OF THE BOARD

E. The business affairs of this Organization shall be managed by the Board of Directors consisting of five (5) members in accordance with the Articles of Incorporation and By Laws of this Organization.

(a) Initial Board. The Board of Directors shall consist of the subscribing incorporators who shall serve until a board constituted in accordance with Section B of this Article can be selected and met.

(b) As soon as practical after Incorporation, the Board of Directors shall be selected and met in an organizational meeting. The subscribing incorporators may select additional board members to serve until the first annual meeting for the ensuing Year. The election of the Board of Directors thereafter shall be in accordance with the by-laws which shall prescribe the number of directors, the manner chosen and the manner of filling vacancies. The Board of Directors shall never be less than three members.

(c) The officers of the corporation shall be a president, a vice-president, a secretary, an assistant secretary, a treasurer, an assistant treasurer and a director and such other officers as may be provided in the by-laws. The office of secretary and treasurer may be combined and held by one person. The officers shall be elected as provided in the by-laws.

ARTICLE X

DUTIES OF THE BOARD

The **President** shall be the principle executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. The President shall by virtue of his office be Chairman of the

Board of Directors. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The **Vice President** shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The **Secretary** shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The **Treasurer** shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE XI

COMPENSATION OF EMPLOYEES

SALARIES. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. Such employees should be Executive Director, Office Manager, Program Manager, Director of Development, Bookkeeper, Program Staff Positions and Teachers, etc.

ARTICLE XII

COMMITTEES

COMMITTEES. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE XIII

ANNUAL MEETINGS

The by-laws of the Organization may be made, altered, or rescinded at any annual meeting of the Organization or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the Board of Directors existing at the time of and present at such meeting except that the initial by-laws of the Organization shall be made and adopted by the officers/directors.

ARTICLE XIV

AMENDMENTS

Amendments of these Articles of Incorporation may be proposed by a Board member of the Organization. These Articles may be amended at any annual meeting of the Organization, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the Board of Directors existing at the time of, and present at such meeting.

ARTICLE XV

The Organization may be dissolved only with the assent given in writing and signed by two-third (2/3) of the Board. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets shall be mailed to every member at least sixty (60) days in advance.

ARTICLE XVI

DISSOLUTION

Upon the dissolution, the assets of the Organization 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XVII

CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XVIII

The effective date of this corporation shall be upon the filing with the Office of the secretary of state of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned incorporators to these Articles of Incorporation, have hereunto set out hands and seals this 7th day of April 2008.

Myrtho Derilus

Myrtho Derilus

Serge Alexandre
Serge Alexandre

Joseph J. Nitti
Joseph J. Nitti

Celestin X. Pierre
Celestin X. Pierre

Roosevelt Petit
Roosevelt Petit

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Myrtho Derilus, Serge Alexandre, Joseph J. Nitti, Celestin X. Pierre, Roosevelt Pettit, and who are to me well known to be the persons described in and who executed the forgoing Articles of Incorporation of the **Tabitha's Caregiver Mission, Inc.** and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereto set my hand and official seal, at Palm Beach County, in said Country and State, this 7th day of April, 2008.



Myrtho Derilus

Notary Public, State of Florida

My commission expires: (seal)

Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as 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.

Myrtho Derilus

(Registered agent's signature)

4/7/08

Date