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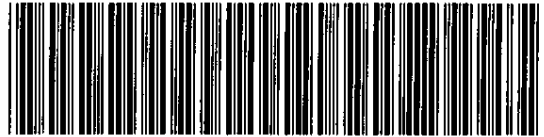
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DM



# GIVING A FUTURE TO A HOPELESS CHILD FOUNDATION

## COVER LETTER



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

**SUBJECT:** Giving A Future To A Hopeless Child Foundation, 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:** CLARK PIERRE  
Name (Printed or typed)

420 West Mowry Drive  
Address

Homestead, Florida 33030  
City, State & Zip

(786) 234-1436  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 14, 2008

CLARK PIERRE  
420 W. MOWRY DR.  
HOMESTEAD, FL 33030

SUBJECT: GIVING A FUTURE TO A CHILD FOUNDATION, INCORPORATED  
Ref. Number: W08000024091

We have received your document for GIVING A FUTURE TO A CHILD FOUNDATION, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Regulatory Specialist II  
New Filing Section

Letter Number: 608A00030710

RECEIVED  
08 MAY 27 AM 8:00  
DIVISION OF CORPORATIONS

**ARTICLES of INCORPORATION**  
**for**  
**NON-PROFIT CORPORATIONS**

**FILED**  
2008 MAY 27 A 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I            NAME**

The name of this corporation shall be **Giving A Future To A Child Foundation, Incorporated**. The Organization hereinafter referred to as a non-profit corporation as such under the laws within the meaning of § 501(c) 3 of the Internal Revenue Code of 1986.

**ARTICLE II            PRINCIPAL OFFICE**

This corporation will be located at: **420 West Mowry Drive, Homestead, Miami-Dade County, Florida 33030, in the United States of America**. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new location.

***Limitation to Corporations Locations***

The corporation shall not have any territorial limits unless otherwise in specified countries which are prohibited by Board of Directors through voting when sufficient cause exists for limitation. These shall not be changed unless permission first has been obtained from the governing bodies of the international association currently having jurisdiction in such territory. When situations change and new researches are made, the secretary on these articles of incorporation opposite this Section will be noted; alternatively, this Section may be amended to state the new location.

***Nationwide Satellite Offices and Centers***

The Corporation may from time to time establish such other offices across the nation in the deprived communities as the Board of Directors may designate or as the affairs of the Corporation may require. Any such change of and/or additional of new location around the United States must be noted by the secretary on these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new change.

***International Satellite Offices and Centers***

The corporation may from time to time establish such other international offices outside of the United States of America at such countries or places as the Board of Directors may from time to time determine. Any such change of and/or additional of new international location around the world must be noted by the secretary on these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new location.

**ARTICLE III            DURATION**

The duration of the organization's existence shall be perpetual.

#### **ARTICLE IV            MISSION STATEMENT**

The corporation was founded for the purpose of enhancing opportunities for vulnerable and deprived families, youth, homeless individuals, and neighborhoods to overcome socio-economic barriers through the increased of: social enhancement, housing, meals, economic, human dignity, educational, housing, community growth, youth development and education.

#### **ARTICLE V            PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for charitable purposes.

The corporation is a nationwide and international organization which seeks to enhance the living and working conditions and raise the standards of home life in the United State's rundown communities and all other neighborhoods which are in desperate needs around the world. This organization is organized exclusively for charitable, scientific and educational purposes, more specifically, to support, protect, preserve, improve and strengthen vulnerable and deprived communities and families living below the country's poverty guidelines. The corporation will work in the cities and rural areas of the United State's and other poor nations around the world with communities' leaders using educational tactics and local chapters that plan and implement strategies for changes to optimize better living opportunities in communities throughout the corners of the world.

#### **ARTICLE VI            CORPORATION STRUCTURES**

The corporation is organized exclusively for charitable and educational purposes, including such purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as now enacted or hereafter corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VII            COMMITTEES**

Special committees and task forces may be established at the discretion of the President as necessary. The Committee shall actively increase the number of activities and the corporation's involvement in the communities. It shall review new ideas and tactics for future projects, and determine and advise the Executive Board concerning minor community issues needed to be addressed. The committees, which shall consist of the immediate or past officers and communities' valued leaders, such as public relations individuals, peer education specialists, trustees of education and data collectors, shall also be a mixture of communities' students, adults, elderly, youth and family and immigrants. There shall be three standing committees - Executive, Community, personnel and Finance Committees. The Board's Chair shall appoint all committee's chairs. Committee chairs must be Members of the Board. The fashion of establishing committees will be as provided in the By-Laws.

## **ARTICLE VIII      BY-LAWS**

The corporation shall be governed in accordance with the By-Laws adopted by the Board Members of the organization, and as those By-Laws are amended from time to time by the Members. These By-Laws shall be the internal rules that preside over the day-to-day operations of the corporation, such as when and where the corporation will hold directors' and committees' meetings and what the members' and directors' voting requirements shall be. In addition, the By-Laws shall set forth all of the rights and duties of Members and Officers, the financial procedures for the organization, and any requirements regarding meetings, books, records, etc., as may be appropriate in the conduct of the affairs of the organization.

These By-Laws can be and shall only be adopted by the corporation's directors. The By-Laws shall be provided to the Officers who will manage the organization.

The Board Members may pass resolutions not related to endorsements with a vote of 2/3 of those present and voting at any meeting.

A process to consider the endorsement of the candidates who pass the resolutions must be approved prior to any suggestion of endorsements. If the discussion of an endorsement process is noticed in the meeting agenda, such process must be approved by at least 2/3 of those present and voting at any meeting. If the discussion of an endorsement process is brought up from the floor as New Business, such process must be approved by at least three-fourths of those present and voting at any meeting. Under no circumstances may the Board of Directors consider the endorsement of a member whose objective is to seek self gains.

The Board Members may suspend specific portions of the By-Laws for purpose of emergency business by a vote of two-thirds of the membership present at a meeting, unless the item to be suspended calls for a higher qualification. In such case, the percent specified in that portion of the By-Laws shall be required to suspend that text. The motion to suspend shall call out the particular section of the By-Laws proposed to be suspended.

Changes to the constitution and By-Laws not specifically referenced elsewhere must be noticed to the membership at least 72 hours before the vote in question, and must be approved by a majority vote of the Club, or 2/3 of its officers.

In the event that any provision of the By-Laws shall conflict with any provision of this Article of Incorporations, the provision of this Constitution shall control.

## **ARTICLE IX            EXEMPTION REQUIREMENTS and LIMATIONS**

*At all times the following shall operate as conditions restricting the operations and activities:*

The corporation will be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to proposed purposes.

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

No part of the net earnings of The corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board Members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE X            DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No members, officers or Directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE XI MEMBERS**

The membership of this organization shall be open to those persons, agencies and other Organizations meeting the requirements as provided hereinafter by the By-Laws, regardless of age, race, religion, national origin, or disability. This organization will not tolerate any form of immoralities such as racisms, cults, etc...

A member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. Termination of membership will be as provided in the By-Laws.

## **ARTICLE XII MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this corporation shall be exercised and governed, its properties controlled, and its affairs conducted by the Board of Directors in accordance with the adopted By-Laws of the organization, and as those By-Laws are amended from time to time by the Members. The Board Officers will manage the organization's rights and duties which the By-Laws shall set forth. The Board of Directors shall consist of a president and at least one Vice-President, one Secretary and a Treasurer at all time. The nine Board of Directors named in Article XII shall hold office for five years. Prior to the last meeting before the 5<sup>th</sup> year's anniversary of the corporation, an election of Directors shall take place, according to provisions of the By-Laws of the corporation.

The Board Members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize Members to elect from time to time. Such officers shall be initially elected, prior to the last fifth year's annual meeting of Members to take place after incorporation, in an election held according to the provisions of the By-Laws of the corporation.

## **ARTICLE XIII – EXECUTIVE DIRECTOR AND STAFF**

The Executive Director is hired by the Board of Directors. The Executive Director shall conduct day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board Members and carry out the duties described in the job description. The Board can designate other duties as necessary.

The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.



#### **ARTICLE XIV MANNER IN WHICH BOARD MEMBERS WILL BE ELECTED**

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the Directors of such meeting. To be eligible for appointment to the Board of Directors, an individual must be over eighteen (18) years of age. Officers shall be elected from among the leaders and qualified members of the organization's communities. At least one of the Boards of Directors elected shall be a resident of the State of Florida and a citizen of the United States. Nominations shall be made by the organization's nominating committees. Each director shall have one vote and such voting may not be done by proxy. A majority of votes, from the Members present, is required for a nominee to be elected. Officers shall be elected accordingly to the individual's characters, ability to perform the organization's jobs, loyalty, legal background, involvement in community, credibility in the community actions, availability to work for the foundation, loyalty to local schools and ability to raise funds. Further Methods of election are as set forth in the By-Laws of this corporation.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A majority of the directors present, even if less than a quorum, may adjourn a meeting and continue it to a later time. Notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman, the President, or the Secretary of the Corporation. Any such resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Members of the Board of Directors for the balance of the year.

A Board Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

## **ARTICLE XV     BOARD of DIRECTORS**

### **NAME of BOARD MEMBER**

### **OFFICE HELD**

**Clark Pierre**

*Founder\President\Chairman*

**Genevieve Elias Rameau**

*Co-Founder\Vice-President\Vice-Chair*

**Marcdanie Clark**

*Secretary*

**Marc Rothenel**

*Treasurer*

**Jean Mari Lindor**

*Advisor*

## **ARTICLE XVI     OFFICERS and ADDRESS**

Names and addresses of the appointed persons to act as the initial Directors of this corporation are:

**Clark Pierre**

1762 NW 5<sup>th</sup> Avenue  
Homestead, Florida 33030

**Genevieve Elias Rameau**

420 West Mowry Drive  
Homestead, Florida 33030

**Marcdanie Clark**

25701 SW 130 Avenue  
Homestead, Florida 33030

**Marc Rothenel**

11100 SW 197<sup>th</sup> St # 6-109  
Miami, Florida 33157

**Jean Mari Lindor**

21 South Krome Avenue  
Homestead, Florida 33030

## **ARTICLE XVI     ARTICLE of QUORUM**

A "quorum" of the board is the required a minimum of thirty percent (30%) of directors who must be present before the board may conduct business. Unless the By-Laws state otherwise, a majority of directors is a quorum. A vacancy on the board does not change the number of directors needed to make the quorum—the board needs at-least thirty percent (30%) of the number of actual Board of Directors to constitute a quorum.

A meeting at which a quorum is initially present may continue to conduct business notwithstanding the withdrawal of directors provided that any action taken is approved by at least a majority of the required quorum for the meeting.

Boards cannot establish quorum at their director meetings by sending a proxy.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting, except as otherwise provided by the Articles of Incorporation or by these By-Laws.

## **ARTICLE XVII MANNER IN WHICH DIRECTORS WILL BE ELECTED**

The Directors to be chosen for the ensuing years shall be chosen at the annual meeting of this organization in the same manner and style as the Board officers of this organization. Directors elected in the first election, and at all times thereafter, shall serve for a term of four years; except that the By-Laws may provide for a different term of office for some of the Directors elected in the first election following incorporation, in order to introduce a system of staggered terms for Directors.

The number of Directors of the corporation shall be no less than three (3) and/or no more than five hundred and one (501); provided, however, that such numbers may be changed by a bylaw duly adopted by the Board Members.

The manners in which the Directors are elected are as follows: to be eligible for appointment to the Board of Directors, an individual must be over eighteen (18) years of age. Methods of election are as set forth in the By-Laws of this corporation.

The Directors shall have the powers to oversee projects of this corporation. Directors shall be elected from among the leaders and qualified members of the corporation's communities. Candidates will submit resume and will be interviewed by the Executive Director. After the interview, the candidates' resume, cover letter, and additional information will be reviewed by the Board Members. Nominations shall be made by the nominating Committee, which shall consist of the immediate or past officers and communities' valued leaders. Each director shall have one vote and such voting may not be done by proxy. A majority of votes, from the Members present, is required for a nominee to be elected as director. The Board Members shall elect the Directors accordingly to the individuals' characters, ability to perform the organization's jobs, loyalty, legal background, involvement in community, credibility in the community actions, availability to work for the corporation, loyalty to local schools and ability to raise funds.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

## **ARTICLE XVIII    ARTICLE of MEETINGS**

The Corporation shall hold regular quarterly meetings on the third week of December, March, June and September on days which Board Members may determine from time to time. Notice of each meeting shall be given by mail, not less than ten days before the meeting shall be held.

There shall be an annual meeting of the Members, local leaders, education peers, community members and employees to be held on April 17<sup>th</sup> at a time and place fixed by the board of directors for the purpose of celebrating this organization's Anniversary, commemorating the achievements of the staff and officers and conducting any other business which may properly come before the annual meeting. The Secretary shall mail or personally deliver a written notice which states the place, day and time of the annual meeting not less than ten (10) nor more than fifty (50) days prior to the date.

In the absence of the chair, any two officers may call a special meeting. Also, a petition signed by ten percent of voting members may call a special meeting.

The Notice of regular or special meetings shall be given at least 24 hours in advance to all active members, in the manner of writing by US mail, e-mail, or telephone messages. Such notices shall include the date, time and place of the meeting and is calculated to be received at least 24 hours prior to the meeting.

Regular Quarterly meetings shall not be canceled more than 3 times within any calendar year and in no event shall more than 2 regular meetings be canceled in succession.

Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors.

## **ARTICLE XIX       DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 XX        AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors.

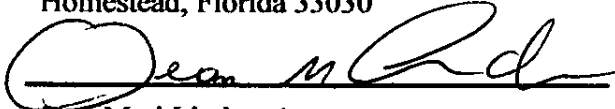
**ARTICLE XXI EFFECTIVE DATE**

IN WITNESS WHEREOF, the undersigned have and chosen this 18<sup>th</sup> day of the month of MAY, 2008 as the following day which these articles should be effective and signed.

**ARTICLE XXII AGENTS**

ACCEPTANCE OF REGISTERED AGENT having been named to accept service of process for GIVING A FUTURE TO A HOPELESS CHILD FOUNDATAION, Incorporated at the place designated in this certificate, we the undersigned are familiar with and accept the obligations of that position as registered agents and agree to act in this capacity.

**Jean Mari Lindor**  
21 South Krome Avenue  
Homestead, Florida 33030

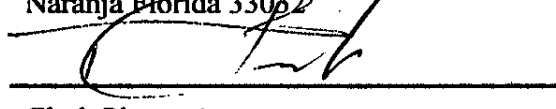


Jean Mari Lindor, Agent

May 17, 2008

Date

**Clark Pierre**  
14325 SW 268th Terrace  
Naranja Florida 33082



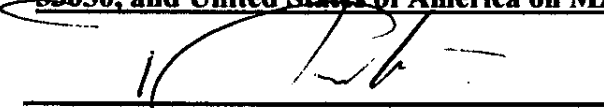
Clark Pierre, Agent

05/17/08

Date

**ARTICLE XXIII INCORPORATOR**

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation at: 420 West Mowry Drive, Homestead, Miami-Dade County, Florida 33030, and United States of America on MAY 17, 2008.



Clark Pierre, Incorporator

05/17/08

Date

**FILED**  
2008 MAY 27 A 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA