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FLORIDA PROFIT/NON PROFIT CORPORATION

new compassion 7 foundation, inc.

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**ARTICLES OF INCORPORATION
OF
NEW COMPASSION 7 FOUNDATION, INC.**

The undersigned hereby associates himself for the purpose of establishing a corporation not-for-profit under the terms of Charter 617, Florida Status, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is NEW COMPASSION 7 FOUNDATION, INC. For convenience may be referred to in this instrument as the "Corporation"

**ARTICLE II
ADDRESS**

The address of the Corporation is 22188 Boca Rancho Drive, Suite A, Boca Raton, Florida 33428

**ARTICLE III
PURPOSE**

- A. The Corporation is organized exclusively for promotion of charitable purposes as deemed in Section 501(c)(3) of Internal Revenue Code of 1986, with a specific purpose of soliciting contribution from individuals and businesses for the purpose of :
1. Compassion Restoration Center. For aid to addicts, women abused and single mothers. In this center, we will focus on restoring their self-esteem, the confidence and above all, the spiritual, personal, social and moral values.

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2. **Talented Youths.** We try to be able to stimulate those youths that by different reasons, the have not been able to finish their studies of High School, we try to achieve with project to quality them in those gifts of talents that these youths have, or we discover them, in order to develop them to him and to quality them so that that way they can be surpassed and to be men and women productive and responsible.
 3. **Healthy Marriages.** Activity oriented to obtain that the marriages and consequently the families , they have a monitoring accompanied by a series of events such as: conferences, couple fellowship, trips, training, counseling and attention to their basis needs, health, nourishment and clothing.
 4. **Joyful Elders.** We purpose is to make sure that our seniors and elderly do not have to live sad lives in their old age and go through situations such as: loneliness which a consequence brings into their lives sadness, depression and a profound resentment with life.
 5. **Kibbutz (Farm).** Develop an experimental farm of approximately 50 (fifty) acres for the purpose of growing plants, fruits, vegetables and poultry. Where allow all age groups to learn agriculture as a restoration therapy.
 6. **Apartments for Elderly.** 100 Units Project of small apartments for poor seniors and elderly.
- B. No part of the net earning of the Corporations shall inure to the benefit of any director or officer of the Corporation or any private individual, nor shall any director, officer or any private individual receive any compensation for their services or be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.**
- C. The Corporation shall no conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of The Internal Revenue Code of 1986, as amend its Regulations as they now exist or as they may hereafter be amended.**

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D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporations shall be distributed to one or more men and women charities, which shall be selected by the Board of Directors of the Corporation, provided however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provision of Section 501(a) the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Code.

E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purpose.

ARTICLE IV DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

Fernando Fonseca F.	22188 Boca Rancho Drive, Boca Raton, FL 33428
Consuelo Sierra	21000 Boca Rio Road, Suite A-16, Boca Raton, Florida 33433
Kerry Cabre	22360 SW 57 th Circle, Boca Raton, FL 33428
Sonia Cabre	22360 SW 57 th Circle Boca Raton, FL 33428
Luz E. Martinez	21938 Remsen Ter. #D-102 Boca Raton, FL33433

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**ARTICLE V
POWERS**

The powers of the Corporation shall include and governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and the By-laws.

**ARTICLE VI
REGISTERED AGENT**

The Registered Agent for the Corporation shall be Fernando Fonseca F. , whose address is:

22188 Boca Rancho Drive Suite A
Boca Raton, Fl. 33428

**ARTICLE VII
INCORPORATOR**

Fernando Fonseca F.
22188 Boca Rancho Drive Suite A
Boca Raton, Fl. 33428

**ARTICLE VIII
INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reasons of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the

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director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party, the indemnification described above shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which such director or officer may be entitled.

ARTICLE IX BY-LAWS

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall be effective unless approved by members representing at least three-fourths (3/4) of the total votes of the members of the Corporation.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the called for the purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the membership upon notice given as provided in the By-laws of intention to submit such amendments to the membership. Any amendments proposed for a vote at a meeting of the members must be approved by seventy five percent (75%) of the votes cast at such meeting.

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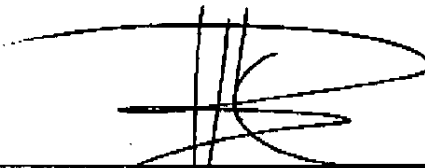
**ARTICLE XI
OFFICERS**

The affairs of the corporation shall be managed by a President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provide n the By-laws of the Corporation.

The firs officers of the Corporation shall serve until time as they resign, are removed, or their successors are duly qualified and elected, and they shall be:

President	Fernando Fonseca F.
Vice-President	Consuelo Sierra
Assistant Treasurer	Kerry Cabre
Secretary	Sonia Cabre
Treasurer	Luz E. Martinez

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this _____ day of _____ 2008

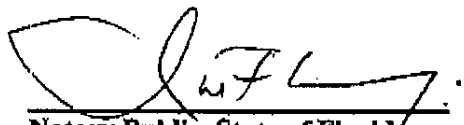


FERNANDO FONSECA F.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of July 2008 by FERNANDO FONSECA F. who is personally known to me or who has produced his Florida driver's license as identification, and did/did not take an oath.



Notary Public, State of Florida
Name(Printed): Jose F. NINA
My commission expires.



JOSE F. NINA
MY COMMISSION # DD 366273
EXPIRES: March 24, 2009
Served Thru Budget Notary Services


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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
NEW COMPASSION 7 FOUNDATION, INC.**

NEW COMPASSION 7 FOUNDATION, INC. does hereby appoint Fernando Fonseca F. to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Charter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.



Fernando Fonseca F.

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