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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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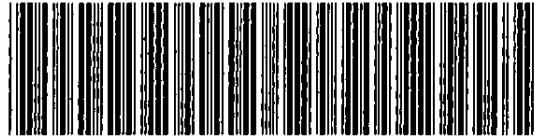
(Business Entity Name)

(Document Number)

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9/16/08

**COVER LETTER**

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

SUBJECT: Seraphim Resource Center, 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: Juliette Payen  
Name (Printed or typed)  
651 NE 83<sup>rd</sup> Street  
Address  
Miami, FL 33138  
City, State & Zip  
305-798-1678  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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The undersigned, for the purpose of forming a nonprofit Corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the Corporation is as follows: **Seraphim Resource Center, Inc.**

**ARTICLE II**  
**Principal Office**

The principal place of business and mailing address of the corporation is: **651 NE 83<sup>rd</sup> Street, Miami, FL 33138**

**ARTICLE III**  
**Purposes**

The primary objective of **Seraphim Resource Center, Inc.**, is to but shall not be limited to: Adult Daycare that promotes adult literacy programs, arts and culture classes, exercises and yoga for adults, safety awareness, nutrition and music, and computer. The Seraphim Resource Center, Inc. provides services, which are aimed at preserving, enhancing, and restoring the quality of life for residents in this set of communities.

The Corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for religious, educational, and charitable purposes, within the meaning of Section 501©(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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, 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 IV**

##### **Manner of Election**

The manner in which the directors are elected or appointed: The method of election of directors as stated in the by-laws.

#### **ARTICLE V**

##### **Dissolution**

On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine.

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**ARTICLE VI**  
**Initial Board of Directors and Officer**

Board Member	Address
Juliette Payen President	651 NE 83 <sup>rd</sup> Street Miami, FL 33138
James Denestan Treasurer	111 NE 68 <sup>th</sup> Terrace Miami, FL 33138
Phara Raymond Secretary	837 NE 140 <sup>th</sup> Street Miami, FL 33161

**ARTICLE VII**  
**Initial Registered Agent**

The Florida street and mailing address of the registered office is 312 N.E. 55<sup>th</sup> Terrace  
Miami, FL 33137. Winifred D. Browne

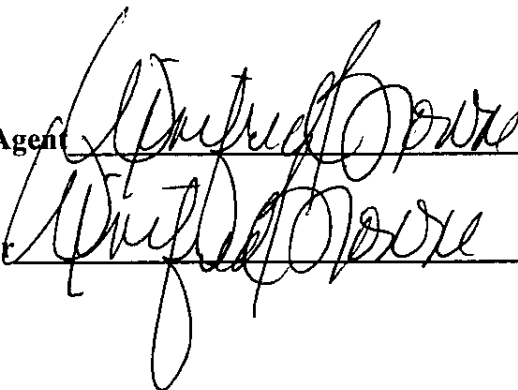
**ARTICLE VIII**  
**Name and Address of Incorporator**

The name and street address of the initial incorporator is as follows:

Winifred D. Browne  
312 N.E. 55<sup>th</sup> Terrace  
Miami, FL 33137

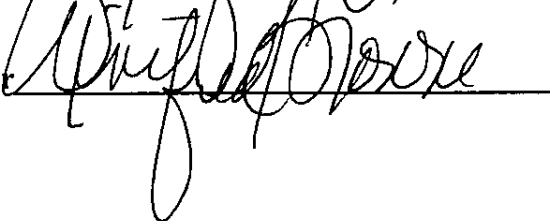
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature of Registered Agent



Date: 8/11/08

Signature of Incorporator



Date: 8/11/08