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FLORIDA PROFIT/NON PROFIT CORPORATION

THE AMERI-CARE FOUNDATION USA/FL, INC.

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ARTICLES OF INCORPORATION
OF
THE AMERI-CARE FOUNDATION USA/FL, INC.
A Florida Corporation Non Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be THE AMERI-CARE FOUNDATION USA/FL, INC. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 398 DELAWARE AVE, FT LAUDERDALE, FL 33312 and the mailing address shall be PO BOX 14711, FT. LAUDERDALE, FL 33302.

ARTICLE III

This corporation was specifically created to form a foundation organized exclusively for charitable, scientific and educational purposes, more specifically but not limited to, financing, purchasing, funding, assigning contracts, developing land, management and consulting. It will function as the liaison / intermediary between Federal, State and local Governmental agencies by integrating with a variety of civilian and governmental programs to provide outreach services and administration/supervision to community coalitions for Foster Care/Juvenile Youth programs, minority business development and retention and THE URBAN RELIEF FUND FOR COMMUNITY DISASTERS (which is designed to provide assistance services to disaster victims and will assist in recovery efforts for businesses and residents

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affected by natural, socio-economic or catastrophic disaster events). The firm proposes to solicit/secure funding from GRANTS, PRIVATE DONORS, PRIVATE and INSTITUTIONAL LENDERS, various municipalities and the public at large to assist in financial management and/or the distribution of funds and entitlements for eligible victims, foster care and juvenile youth outreach programs. Assistance will be made available for new business ventures and disaster/recovery victims. The foundation, in collaboration with community-based agencies, will establish eligibility requirements for victims to include rental/lease occupants/tenants as well as local disaster/recovery assistance business entities.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. 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 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, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

DIRECTOR:
OSCAR REID JR.
PO BOX 14711
FT. LAUDERDALE, FL 33302

DIRECTOR & TREASURER:
LATONIA LEVINS
PO BOX 14711
FT. LAUDERDALE, FL 33302

DIRECTOR & VICE-PRESIDENT:
THOMAS MCLEMORE
PO BOX 14711
FT. LAUDERDALE, FL 33302

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The method of election of directors is as stated in the bylaws.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets 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 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 organizations as the court shall determine.

ARTICLE VII

The street address of the initial registered office of the Corporation is 398 DELAWARE AVE, FT. LAUDERDALE, FL 33312 and the initial registered agent of the Corporation at that address is OSCAR REID JR.

ARTICLE VIII

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The name and address of the Incorporator for the Corporation is:
OSCAR REID JR., PO BOX 14711, FT. LAUDERDALE, FL 33302.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 3rd day of December, 2008.

A handwritten signature in black ink, appearing to read "Oscar Reid Jr.", is written over a horizontal line.

OSCAR REID JR., Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

THE AMERI-CARE FOUNDATION USA/FL, INC.

2. The name and address of the registered agent is:

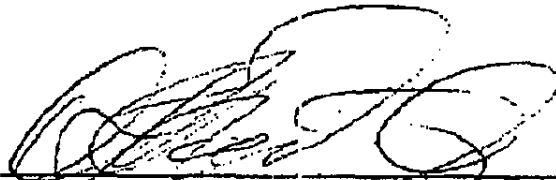
OSCAR REID JR.
398 DELAWARE AVENUE
FT. LAUDERDALE, FL 33312

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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 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.



OSCAR REID JR, Registered Agent