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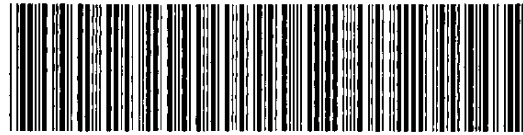
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TALLAHASSEE, FLORIDA

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EP 5/12/09

## COVER LETTER

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

SUBJECT: ANGEL HANDS FOR A.L.S. 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: ESPERANZA FRANKY

Name (Printed or typed)

1172 S. DIXIE HWY #164

Address

CORAL GABLES, FL. 33146-2918

City, State & Zip

(786) 879-4520

Daytime Telephone number

esperanza@angelhandsforals.com

E-mail address: (to be used for future annual report notification)

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

**ANGEL HANDS FOR A.L.S. FOUNDATION INC.**

**Articles of Incorporation**

**(a Not-for-Profit Florida Corporation)**

**ARTICLE I**

**NAME**

*The name of the corporation shall be: Angel Hands for A.L.S. Foundation Inc., a Florida not-for-profit corporation (the "Corporation").*

**ARTICLE II**

**PRINCIPAL OFFICE**

*The principal street address is: 1172 S. Dixie Hwy #164  
Coral Gables, FL 33146-2918*

**ARTICLE III**

**PURPOSE**

*Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code.*

**ARTICLE IV**

**NOT-FOR-PROFIT AND ACTIVITIES CONTRAVENTION OF 501 (C) (3) PURPOSE**

*No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Three hereof. 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 the corporation.*

**ARTICLE V**

**DISSOLUTION**

*Upon the dissolution of the 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 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*

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*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 for such purposes.*

## **ARTICLE VI MEMBERSHIP**

*This Corporation is a not-for-profit; non-stock and may have one or more classes of members or may have no members as determined from time to time by the Board of Directors.*

## **ARTICLE VII BOARD OF DIRECTORS**

### **Section:**

#### **7.1 – Corporate Power:**

*Under the exclusive authority and directives of the Board of Directors, the Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized. A quorum of at least **two third** shall be present at a meeting in order to take any action. The affirmative vote of not less than **two (2)** members shall be necessary for all actions by the Board relating to:*

- (a) - Adopting, changing, amending, and repealing bylaws, not inconsistent with law for the administration of the affairs of the corporation and the exercise of its corporate powers.*
- (b) - Increase, by a vote of its members cast, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.*
- (c) - Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
- (d) - Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes to other entities.*
- (e) - Merge, sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.*

#### **7.2 – Composition:**

*The initial Board shall consist of **Three (3)** Directors named hereafter. The number of Directors may at any time be increased to no more than **Twelve (12)** and no fewer than **Three (3)** by a majority vote of the Board; except as referred to in 7.1 (b). There shall be no be more than **Three (3)** Directors that are family members. The **initial** Board of Directors shall be:*

- 1-) **Donald E. Koenig - PALS***
- 2-) **Carmen E. Morales - RN***
- 3-) **Esperanza Franky - Banking***

#### **7.3 - Elections or Appointments:**

*The board's nominating process ensures that the board remains appropriately diverse with respect to gender, ethnicity, culture, economic status, disabilities, and skills and/or expertise. Not less than one month prior to a regular meeting, the Board may appoint a*

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*nomination committee to consist of no fewer than **two (2)** Board members. The committee will compile and submit to the Board a slate of candidates for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named. Directors shall be appointed by the Board at any meeting when there is an expiring term from a slate of nominees, constituting of at least **two (2)** nominees for each position open.*

**7.4 - Term of Service:**

*The initial Board of Directors named in the Articles of Incorporation shall serve as Directors for an initial term of **three (3)** years. Each appointed director, other than the initial Board for the initial term, shall hold office for **two (2)** consecutive terms of **one (1)** year, commencing at the close of the meeting when such Director is elected and ending at the close of the meeting held **two (2)** years later. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.*

**7.5 – Resignation of Directors:**

*A director may resign at any time by delivering written notice to the board of directors or its chair or to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.*

**7.6 - Removal of Directors:**

*Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes according to **Section 7.1**. Any director removed from office shall turn over to the board of directors within **72** hours any and all records of the corporation in his or her possession.*

**7.7 - Vacancies:**

*Any vacancy occurring on the board of directors, however caused, as referred to in **Section 7.4** may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.*

**7.8 – Compensation of Directors:**

*The board of directors may fix the compensation of directors by the Corporation for other services unrelated to his or her duties as Director. Director shall be reimbursed for all necessary and reasonable expenses incurred for serving the Corporation as a Director or any other capacity not associated with his or her duties as a director.*

### **7.9 – Meetings of the Board:**

*The board of directors may hold annual, regular or special meetings in or out of this state. The place and time of all meetings may be determined by the board of directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place.*

### **7.10 – Quorum and Voting:**

*If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. A quorum of at least **two third** of the Board of Directors must be present in person at a meeting when a vote is taken. The affirmative vote of at least **two (2)** members shall be necessary for a corporate action to take place. A director is deemed to have concurred to the action taken unless: he or she objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; votes against or abstains from the action taken. In the event that, the directors are deadlocked in the management of the corporate affairs, the members are unable to break the deadlock, and irreparable injury to the corporation is threatened or being suffered; it may create grounds for judicial dissolution under provision 617.1430 of Chapter 617 of Florida statues.*

## **ARTICLE VIII OFFICERS**

### **Section:**

#### **8.1 – Composition:**

*The Corporation shall have a President, Vice-President, Treasurer and Secretary. All officers, initial and future as it may be considered necessary, shall be elected or appointed by the board of directors annually. The same individual may simultaneously hold more than one office in a corporation. Officers need not be residents of the State of Florida or United States citizens.*

*The initial officers of the corporation shall be:*

- 1) - President/Secretary – Carmen E. Morales*
- 2) - Vice President/Treasurer/Executive Director – Esperanza Franky*

#### **8.2 - Duties of officers:**

*Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties prescribed by the board of directors or by direction of any officer authorized by the bylaws or the board of directors to prescribe the duties of other officers.*

#### **8.3 - Resignation and removal of officers:**

*An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy. A board of directors may remove any officer at any time with or*

*without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.*

**8.4 - Contract rights of officers:**

*The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.*

**ARTICLE IX  
COMMITTEES OF THE BOARD**

*(1) - The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, shall have and may exercise all the authority of the board of directors, except that no such committee shall have the authority to:*

- (a) Approve or recommend to members actions or proposals required by this act to be approved by the members.*
- (b) Fill vacancies on the board of directors or any committee thereof.*
- (c) Adopt, amend, or repeal the bylaws.*

*(2) - Unless the bylaws, which govern meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.*

*(3) - Each committee must have two or more members who serve at the pleasure of the board of directors. The board, by resolution adopted in accordance with subsection (1), may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.*

*(4) - Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the board of directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.*

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**ARTICLE X  
INDEMNIFICATION AND LIABILITY OF OFFICERS, DIRECTORS, EMPLOYEES, AND  
AGENTS**

*An officer or director of a nonprofit organization recognized under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:*

*(a) The officer or director breached or failed to perform his or her duties as an officer or director; and*

*(b) The officer's or director's breach of, or failure to perform, his or her duties constitute:*

*1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;*

*2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or*

*3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.*

**ARTICLE XI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

*Pursuant to the provision of Chapter 617 (corporation not-for-profit) Florida statutes; **Angel Hands For L.S.A. Foundation, Inc.**, a Florida not-for profit corporation has appointed **Esperanza Franky** on whom service of process may be served at the registered office located at **1172 S. Dixie Hwy, Coral Gables FL. 33146-2918, in Miami-Dade County.***

**ARTICLE XXII  
INCORPORATOR**

*The name and address of the Incorporator is: **Esperanza Franky**  
**1172 S. Dixie Hwy**  
**Miami, FL 33146-2918***

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**REGISTERED OFFICE AND REGISTERED AGENT**

**ACKNOWLEDGEMENT**

*Having been named the 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.*

Esperanza Franky

**Esperanza Franky – Registered Agent**

May 5, 2009

*Date*

Esperanza Franky

**Esperanza Franky – Incorporator**

May 5, 2009

*Date*

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TALLAHASSEE, FLORIDA