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TALLAHASSEE, FLORIDA

EP 7/2/09

## COVER LETTER

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

SUBJECT: H2O MINISTRIES, 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: Denise M. Scanziani  
Name (Printed or typed)

13155 SW 134th Street, Suite 201  
Address

Miami, FL 33186  
City, State & Zip

305-274-9033  
Daytime Telephone number

denise@scanziani.com  
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION OF

H2O MINISTRIES, INC.

(A Not-for-profit Corporation)

The undersigned subscriber to these Articles of Incorporation hereby forms a not-for-profit corporation under the not-for-profit corporation laws of the State of Florida.

ARTICLE I

Name and Duration

The name of the corporation will be H2O MINISTRIES, INC. (hereinafter the "Corporation"). The term of duration of the Corporation will be perpetual. The Corporation will be effective and commence existence upon the date of execution and acknowledgement.

ARTICLE II

Principal Office

The initial principal office address of the Corporation will be 13155 SW 134<sup>th</sup> Street, Suite 201, Miami, Florida 33186.

ARTICLE III

Registered Office and Agent

The name of the initial registered agent will be Denise M. Scanziani, Esq., P.A. The address of the initial registered agent is 13155 SW 134<sup>th</sup> Street, Suite 201, Miami, Florida 33186.

ARTICLE IV

Corporate Purposes, Powers, and Rights

Section 1. The Corporation is organized and will be operated exclusively for charitable, educational, religious or scientific purposes, including, as limited by such purposes, that it will be at all times operated as an organization that is organized, and at all items operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the charitable, educational, religious or scientific purposes of the Beneficiary Organization, defined in Article VIII below (provided such organization is an organization described in section 501(c)(3) or section 501(c)(6) and sections 509(a)(1) or (2) of the Internal Revenue Code, at the time of any given distribution to or on behalf thereof), including providing contributions and

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other necessary resources to the Beneficiary Organization for the promotion of educational and vocational training opportunities.

Solely for fulfilling the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the not-for-profit corporation laws of the state of Florida.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, members, trustees, officers, or other private persons, except that the Corporation will 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 IX hereof. It is intended that this Corporation will have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1),(2) or (3) of the Code. These Articles will be construed accordingly, and all powers and activities of the corporation will be limited accordingly. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code, 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V

##### Members

The Corporation will have no voting members. The Board of Directors will have the sole voting power.

#### ARTICLE VI

##### Initial Board of Directors and Manner of Election

The initial number of Directors of the Corporation will be three (3), which number may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event will the number of Directors be less than three (3). The

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following persons whose names and addresses are as follows will serve the Corporation as Directors and Officers until their successors are elected or until the first annual meeting called to elect Directors:

Directors and Officers

Dionny Baez/Director, President	4153 M Street, Philadelphia, PA 19124
Yarissette Baez/Director, Vice-President	4153 M Street, Philadelphia, PA 19124
Samuel Baez/Director	3665 SW 15 <sup>th</sup> Street, Miami, FL 33145

ARTICLE VII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Dionny Baez	4153 M Street Philadelphia, PA 19124

ARTICLE VIII

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes to such "qualified" organization or organizations as the Board of Directors will determine. An organization will be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed will be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court will determine.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present;

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provided that the notice of the meeting includes the proposed amendment or a summary of the changes.

#### ARTICLE X

##### Internal Revenue Code References

All references in these Articles to sections of the Internal Revenue Code will be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE XI

##### Immunity and Indemnification

To the fullest extent permitted by the not-for-profit corporation law of the state of Florida, as the same exists or may hereafter be amended, a Director of the Corporation will not be liable to the Corporation or its members, if any, for monetary damages in connection with the exercise of their duties as directors of the Corporation, and the Corporation's bylaws may provide for indemnification of directors. Any repeal or modification of this Article will not adversely affect any right or protection of any Director of the Corporation existing at the time of such repeal or amendment.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

Dated: June 29, 2009

By: 

Name: DIONNY BAEZ  
Incorporator

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REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-for-Profit Corporation Act, the following is submitted, in compliance with said statute:

That H2O MINISTRIES, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 13155 SW 134<sup>th</sup> Street, Suite 201, Miami, Miami-Dade County, Florida, has named Denise M. Scanziani, Esq., P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-state Corporation, at the place designated in this Certificate, the undersigned, by and through its duly-elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states it is familiar with §617.0501, Florida Statutes.

Denise M. Scanziani, Esq., P.A.

By: 

Name: Denise M. Scanziani

As its: President

DATED: June 29, 2009

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