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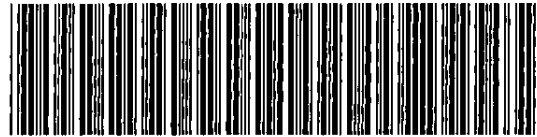
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUN 22 PM 1:05

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AND
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48

**Articles of Incorporation
of
Heavenly Thrift Store Inc.
A Nonprofit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is Heavenly Thrift Store Inc.

11210 NW 15th St. Pembroke Pines, Fl. 33026.

Article 2

The name and address of the registered agent and registered office of this corporation is:

Talia Eden

11210 NW 15th St. Pembroke Pines, Fl. 33026

Article 3

The purposes for which this corporation is organized are:

This corporation is organized and operated exclusively for charitable purposes within the meaning of 501 (c) (3) of the Internal Revenue Code.

Article 4

The number of initial directors of this corporation shall be three and the names and addresses of the initial directors are as follows:

Vilma Watts.

Robert Alcindor.

Cavet White.

11210 NW 15th St. Pembroke Pines, Fl. 33026.

1109 NW 5th Ct. Fort Lauderdale, Fl. 33011.

11210 NW 15th St. Pembroke Pines, Fl. 33026.

Article 5

The manner in which directors are elected or appointed is as follows:

Directors are elected by the incorporators.

Article 6

The name(s) and address (es) of the incorporator(s) of this corporation is/are:

Vilma Watts

Talia Eden

11210 NW 15th St. Pembroke Pines, Fl. 33026.

11210 NW 15th St. Pembroke Pines, Fl. 33026.

Article 7

The period of duration of this corporation is perpetual.

Article 8

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: No members.

Article 9

The property of this corporation is irrevocably dedicated to charitable purposes. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 6-19-09

Vilma Watts

Signature

Vilma Watts, Incorporator

Dated: 6-19-09

Talia Eden

Signature

Talia Eden, Incorporator

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