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2009 JUL 16 P 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 17 2009
D.A. WHITE

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CHAD S. FRIEDMAN

A PROFESSIONAL LIMITED LIABILITY COMPANY
INCLUDING PROFESSIONAL ASSOCIATIONS

MIAMI-DADE OFFICE
2525 PONCE DE LEON BOULEVARD
SUITE 700
CORAL GABLES, FLORIDA 33134

TELEPHONE 305-854-0800
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LAURA K. WENDELL*
JAMES E. WHITE

March 30, 2009

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey:
Registration Section
State of Florida, Division of Corporations
2661 W. Executive Center Circle
Tallahassee, FL 32301

Re: Project H.E.L.P., Inc., a Florida non-profit corporation

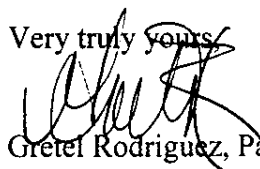
Dear Gretchen:

Enclosed please find the Articles of Incorporation for the referenced entity along with a check for the filing fees in the amount of \$78.75.

Please process the articles as soon as possible.

Thank you in advance for your assistance.

Very truly yours,


Gretel Rodriguez, Paralegal

Enclosures as stated.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 3, 2009

GRETEL RODRIGUEZ
WEIS SEROTA HELFMAN PASTORIZA COLE ET AL
2525 PONCE DE LEON BLVD, SUITE 700
CORAL GABLES, FL 33134

SUBJECT: PROJECT H.E.L.P., INC.
Ref. Number: W09000015720

We have received your document for PROJECT H.E.L.P., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 109A00011363

**ARTICLES OF INCORPORATION
FOR
RW PROJECT HELP, INC.,
a Florida not for profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Chapter 617 of the Florida Statutes, hereby submits the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **RW PROJECT HELP, INC.**, (hereinafter referred to as "Corporation").

ARTICLE II

The principal office address and mailing address of the Corporation is:

**200 East Broward Boulevard, St. 1900
Fort Lauderdale, FL 33301**

ARTICLE III

1. No Stock. The Corporation is organized upon a non stock basis.
2. No Members. The Corporation shall not have any members.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of such purposes, the Corporation shall be authorized:

1. To financially, and otherwise, assist homeless south Florida school children so that they may receive the best possible education from local public schools.
2. To conduct and develop other programs within the community related to raising awareness for homeless school children.
3. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts,

endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use, administer, invest, grant, expend, sell, lease, convey and dispose of any of its monies or property and invest or reinvest any proceeds therefrom, for the furtherance of the Corporation's purposes.

4. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the other limitations provided in these Articles of Incorporation.

ARTICLE VI

The street address of the Corporation's registered office is:

2525 Ponce de Leon Blvd., Suite 700
Coral Gables, FL 33134

The name of the Corporation's registered agent at this office is: Weiss Serota Helfman Pastoriza Cole & Boniske, P.L.

ARTICLE VII

The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least one (1) director. The name and address of the person who shall serve as the initial board of directors until the first annual meeting of the directors or until their successors are elected and qualified are as follows:

| | |
|-------------------------------|---|
| Richard J. Weiss, Esq. | 200 East Broward Boulevard, St. 1900 Fort Lauderdale, FL 33301 |
|-------------------------------|---|

| | |
|---------------------|---|
| Jaclyn Weiss | 200 East Broward Boulevard, St. 1900 Fort Lauderdale, FL 33301 |
|---------------------|---|

| | |
|---------------------------|---|
| Dianne L. Sepielli | 200 East Broward Boulevard, St. 1900 Fort Lauderdale, FL 33301 |
|---------------------------|---|

The method of election of directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 the purposes set forth in Article V 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, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code; or (ii) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986, or the corresponding section of any future federal tax code.

ARTICLE IX

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 of 1986, as amended, or shall be distributed to another organization operated exclusively for charitable purposes and which qualifies as tax exempt under the Internal Revenue Code of 1986, as amended; provided that the assets so distributed will be subject to the conditions, restrictions, and limitations to which such assets were subject to when they were assets of the Corporation.

ARTICLE X

To the maximum extent permitted by Florida law, the Corporation shall:

1. Indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonable incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any Bylaw, agreement, vote of disinterested director, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

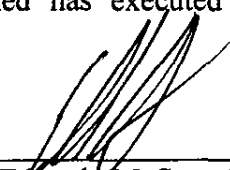
ARTICLE XI

The name and address of the incorporator is:

Eduardo M. Soto, Esq.

2525 Ponce de Leon Blvd., Suite 700
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of July, 2009.



Eduardo M. Soto, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **RW PROJECT HELP, INC.**, a Florida not for profit corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of July, 2009.



Weiss Serota Helfman
Pastoriza Cole & Boniske, P.L.

2009 JUL 16 P 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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