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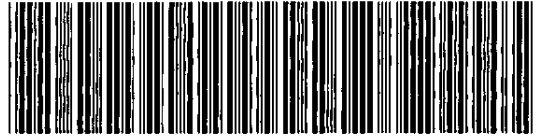
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-20-09



**Michael J. Rich, P.A.**

*Attorney at Law  
also licensed in Ohio*

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August 14, 2009

Department of State  
Division of Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Corporate Filing  
Hope With Helping Hands, Inc.

Dear Sir/Madame:

Please find enclosed the articles of incorporation and a check in the amount of \$70.00 to cover the cost of filing fees. Please file same on my behalf.

Thank you in advance for your cooperation in this matter.

Sincerely,

Michael J. Rich, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Hope With Helping Hands, INC.**

A Not for Profit Corporation

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is **Hope With Helping Hands, INC.** and its principal place of business shall be located at 431 NW 36<sup>th</sup> Place, Cape Coral, Florida 33993.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

Said corporation is organized exclusively to distribute clothing, personal care items, personal property to people in need from donations, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV - MANNER OF ELECTION**

The manner in which the Directors are elected shall be by the majority vote of the current membership on file with the Secretary of the Corporation.

**ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS**

Initially, this corporation shall have three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the membership and thereafter this corporation shall have no less than three (3) directors constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and addresses of the initial directors are the names of the persons who are the initial directors and/or officers of the corporation are as follows:

Kathi Keane  
James Keane  
Laurel Spinner

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 431 NW 36<sup>th</sup> Place, Cape Coral, Florida 33993. and the name of the initial registered agent of this corporation at that address is Kathi Keane.

## **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Name

Address

Kathi Keane

431 NW 36<sup>th</sup> Place, Cape Coral, Florida 33993.

## **ARTICLE VIII-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 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 exclusively for such purposes

## **ARTICLE IX- EARNINGS DISTRIBUTION**

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 Third 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 (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.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "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 X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the membership or otherwise provided in the by-laws, as amended from time to time. .

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: August 13, 2009

By Kathi Keane  
KATHI KEANE, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Hope With Helping Hands, INC. Is desiring to organize or qualify under the laws of the State of Florida, has named Kathi Keane, located at 431 NW 36<sup>th</sup> Place, Cape Coral, Florida 33993 as its agent to accept service of process within Florida.

Dated: August 13, 2009

By Kathi Keane  
KATHI KEANE, Incorporator

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**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: August 13, 2009.

By Kathi Keane  
KATHI KEANE, Registered Agent