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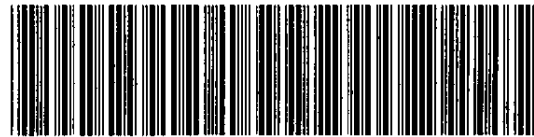
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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01/07/10--01032--008 **78.75

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SECRETARY OF STATE
DIVISION OF CORPORATION
2010 JAN 27 PM 3:52

2557-011
W10000000901

gf 1/28/10

January 4, 2010

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

To Whom It May Concern:

Re: Articles of Incorporation of Help Them Charity International, Inc.

Attached is the Certificate of Incorporation of **Help Them Charity International, Inc.** a Florida "Not for Profit" corporation.

Also enclosed is a money order for \$78.75 that will cover the filing fee and a certified copy to be sent to Help Them Charity International, Inc., c/o Rodrigue Gabriel 1784 SW 3 Ct, Homestead, FL 33030.

Sincerely,

Rodrigue Gabriel
President

A handwritten signature in black ink that reads "Rodrigue Gabriel". The signature is written in a cursive style with a large, stylized initial 'R'.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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2010 JAN 27 PM 3:52

January 8, 2010

HELP THEM CHARITY INTERNATIONAL INC.
C/O RODRIGUE GABRIEL
1784 SW 3 CT
HOMESTEAD, FL 33030

SUBJECT: HELP THEM CHARITY INTERNATIONAL, INC.
Ref. Number: W10000000901

We have received your document for HELP THEM CHARITY INTERNATIONAL, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 210A00000625

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 JAN 27 PM 12:36

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
Help Them Charity International, Inc.
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I. NAME OF CORPORATION:

The name of the corporation is **Help Them Charity International, Inc.**

Article II. PRINCIPAL OFFICE:

The principal office of the corporation is located at
1784 SW 3 Ct
Homestead, FL 33030

Article III. MAILING ADDRESS:

The mailing address of the corporation is
1784 SW 3 Ct
Homestead, FL 33030

Article IV. REGISTERED AGENT:

The name of the registered agent of the corporation is Rodrigue Gabriel. I hereby am familiar with and accept the duties and responsibilities as Registered Agent. The address of this registered agent is 1784 SW 3 Ct, Homestead Florida 33030

Article V. DURATION/MEMBERSHIP:

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

Article VI. BOARD OF DIRECTORS:

The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws.

Article VII. INCORPORATORS:

The name and address of the initial Board or Directors are:

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- 1) Rodrigue Gabriel, President
1784 SW 3 Ct
Homestead, FL 33030
- 2) Vivianne M. Jamaïque, Treasurer
305 SW 9 Avenue
Homestead, FL 33034
- 3) Semone Gabriel, Secretary
1784 SW 3 Ct
Homestead, FL 33030

Article VIII. CORPORATE PURPOSES:

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for charitable or educational purposes.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article IX. 501(c)(3) LIMITATIONS:

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X. INDEMNIFICATION:

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 25 day of JANUARY, 2010 AND I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Rodrigue Gabriel
Rodrigue Gabriel

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