

N100000004685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W1-20393

Office Use Only



700177542537

04/26/10--01050--021 **87.50

FILED
2010 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WSP
5/10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 27, 2010

MARIA M. MIRANADA
LOCKSLEY A. RHODEN P.L.
1835 E. HALLANDALE BEACH BLVD. STE 661
HALLANDALE BEACH, FL 33009

SUBJECT: JOSE'S HANDS, INC.
Ref. Number: W10000020393

We have received your document for JOSE'S HANDS, INC. and your check(s) totaling \$87.50. 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 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) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 610A00010345

COVER LETTER

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

SUBJECT: Articles of Incorporation of Jose's Hands, 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: Locksley A. Rhoden, P.L.
Name (Printed or typed)

1835 E. Hallandale Beach Blvd., Suite 661
Address

Hallandale Beach, Florida 33009
City, State & Zip

305-965-0635
Daytime Telephone number

info@joseshands.org
E-mail address: (to be used for future annual report notification)

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

April 19, 2010

Via U.S Priority Mail

Attn: Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Dissolution of Jose's Hands , Inc.
("Company" assigned document number P0900084386);
Granting Permission to Use the Company Name**


To Whom It May Concern:

In order to dissolve the Company as a Florida for-profit corporation, on behalf of the Company, I have been authorized to submit the enclosed Articles of Dissolution of Jose's Hands, Inc.

Further, on behalf of the Company, I am granting permission and release restriction on the use of the Company name 'Jose's Hands, Inc.' in favor of Jose's Hands, Inc., a Florida not-for-profit corporation being formed concurrently with the dissolution of the Company.

If you have any questions regarding the enclosures, please contact Locksley A. Rhoden, Esq. at lrhoden@theapfirm.com or (305) 965-0635.

Very truly yours,



MERCEDES M. MIRANDA
Vice President of the Company

Enclosures

**ARTICLES OF INCORPORATION
OF
JOSE'S HANDS, INC.**

Pursuant to the provisions of sections 617.0202, 617.0205, and 617.0701(4)(a) of the Florida Not For Profit Corporation Act, the undersigned incorporator of **JOSE'S HANDS, INC.**, a not-for-profit corporation in the state of Florida, hereby submits these Articles of Incorporation of **JOSE'S HANDS, INC.** as follows:

ARTICLE I
NAME

The name of the corporation is **JOSE'S HANDS, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is 7854 N.W. 188th Lane, Hialeah, Florida 33015-5267 in the county of Miami-Dade.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for educational purposes or for any other lawful charitable activity for which not-for-profit corporations may be organized and operated under Chapter 617 of the Florida Not For Profit Corporation Act, as now enacted or hereafter amended.

ARTICLE IV
LIMITATIONS

At all times, the following shall be considered conditions that restrict the operations and activities of the Corporation:

- A. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under section 501(c)(3) or other section of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Corporation, nor to any other private persons except those persons receiving such reasonable compensation that the Corporation shall pay for as services rendered on behalf of the Corporation or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;
- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not

FILED
2010 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

participate in nor intervene in any political campaign on behalf of; or in opposition to, any candidate for public office;

- C. 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 exempt from federal income tax under section 501(c)(3) or other section of the Internal Revenue Code, or the corresponding section of any future federal tax code, or 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; and
- D. The Corporation shall not lend any of its assets to any officer or director of the Corporation nor allow an officer or director of the Corporation to guarantee payment of a loan to any person.

ARTICLE V REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Corporation is **MARIA M. MIRANDA**. The address of the registered office of the Corporation is 7854 N.W. 188th Lane, Hialeah, Florida 33015-5267 in the county Miami-Dade.

ARTICLE VI PERPETUAL EXISTENCE

The Corporation shall have a perpetual existence and shall commence its existence at the time of the filing of these Articles of Incorporation of the Corporation with the Department of State of the state of Florida.

ARTICLE VII DIRECTORS

- A. The Corporation shall have no voting shareholders.
- B. The property, business, and affairs of the Corporation shall be managed at all times under the direction of the Corporation's board of directors (each member of the board of directors, a "director") whose operations in governing the Corporation shall be defined by Section 617.0801 of the Florida Not For Profit Corporation Act and by the Bylaws of the Corporation.
- C. All of the duties and powers of the Corporation granted in these Articles of Incorporation and the Bylaws of the Corporation shall be exercised exclusively by each director.
- D. Each director shall serve until the next annual meeting of the directors of the Corporation pursuant to the Bylaws of the Corporation.

- E. No director shall have any right, title, or interest in or to any property of the Corporation.
- F. The title, name, and mailing address of each person elected as director of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	MARÍA M. MIRANDA	7854 N.W. 188 th Lane Hialeah, Florida 33015-5267
Director	ALEJANDRO J. MIRANDA	7854 N.W. 188 th Lane Hialeah, Florida 33015-5267
Director	JOSÉ E. MIRANDA	7854 N.W. 188 th Lane Hialeah, Florida 33015-5267

ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer, or director of the Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation, in the Bylaws of the Corporation, and by the laws of the state of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE X
DISSOLUTION

Upon the time of dissolution of the Corporation, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, 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 Miami-Dade County, 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 XI
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. Each director of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation as provided in Article IV of the Bylaws of the Corporation.
- B. Elections of a director of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- C. The books of the Corporation may be kept at such place within the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the directors of the Corporation.
- D. Meetings of the directors may be held within or outside the state of Florida, as the Bylaws of the Corporation may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions of each class of shares of the Corporation shall be provided in the Bylaws of the Corporation.
- F. All shares of the Corporation are subject to the Bylaws of the Corporation, containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of shares of the Corporation.

[remainder of the page left intentionally blank]

THE UNDERSIGNED, incorporator of the Corporation, for the purpose of filing these Articles of Incorporation, hereby declares and certifies that the acts, deeds and facts herein stated are true, and accordingly have hereunto been set and sealed on this 19th day of April, 2010.



María M. Miranda, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501 and 617.0502 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is **JOSE'S HANDS, INC.**
2. The name and address of the registered agent and office is:

MARÍA M. MIRANDA
7854 N.W. 188th Lane
Hialeah, Florida 33015-5267

FILED
2010 MAY 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated not-for-profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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 as provided in Chapter 617 of the Florida Not For Profit Corporation Act.



MARÍA M. MIRANDA

Signed on this 19th day of April, 2010.