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FLORIDA PROFIT/NON PROFIT CORPORATION COMPASSION IN MOTION, INC.

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**ARTICLES OF INCORPORATION
OF
COMPASSION IN MOTION, INC.
(A NON-PROFIT ORGANIZATION)**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation not for profit.

ARTICLE I

The name of the Corporation is: **COMPASSION IN MOTION, INC.**

ARTICLE II

The street address of the principal office of the Corporation is: **8592 W SUNRISE BLVD., #312, PLANTATION, FL 33322.**

ARTICLE III

The period of duration is perpetual. The qualification for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE IV

The name and street address of the person signing these articles of incorporation is: **GLAUCIA MESSINGER, 8592 W SUNRISE BLVD., #312, PLANTATION, FL 33322.**

ARTICLE V

The initial street address of the Corporation's registered office is: **8592 W SUNRISE BLVD., #312, PLANTATION, FL 33322.** The initial registered agent for the Corporation at that address is: **GLAUCIA MESSINGER.**

ARTICLE VI

The names and addresses of the initial Directors are as follows:

**CRISTIANE YOUNG, 2342 NW 34 TERR, COCONUT CREEK, FL 33086
GLAUCIA MESSINGER, 8592 W SUNRISE BLVD., #312, PLANTATION, FL 33322
TRISHA FITZWILLIAM, 9703 NW 16 ST., Pembroke Pines, FL 33024
ANDREW MESSINGER, 8592 W SUNRISE BLVD., #312, PLANTATION, FL 33322**

Prepared by Jacquelyn Lumpkin Wooden, Esq., Fla. Bar No. 078123
10640 Griffin Rd., Ste. 105, Cooper City, FL 33320, Phone 954-434-5529

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ARTICLE VII

The method of selection of Directors or Board of Directors, and number of directors shall be stated in the Bylaws.

ARTICLE VIII

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

1. To provide relief and services to people with special emotional and behavioral deficiencies in an effort to improve their quality of life.
2. To lessen the burdens of government, lessen family stress, and promote a sense of independence and balance for people who are in need of assistance with the ultimate goal of helping them become effective, contributing members of our society.
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 as charitable and educational or in such a manner as qualifies the Corporation 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.

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 purposes. The property, assets, profits and net income of the Corporation are

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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 winding up and 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.

ARTICLE IX

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.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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EXECUTION BY INCORPORATOR

These Articles of Incorporation are hereby executed by the incorporator on this day of Sep 23, 2010.

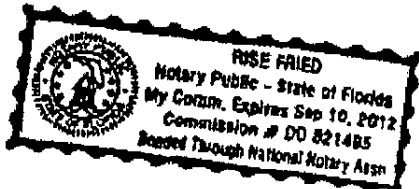

GLAUCIA MESSINGER, as Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared GLAUCIA MESSINGER who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day of September 23, 2010.




NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **COMPASSION IN MOTION, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501.

Signed on this day of September 23, 2010.


GLAUCIA MESSINGER
as Registered Agent

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