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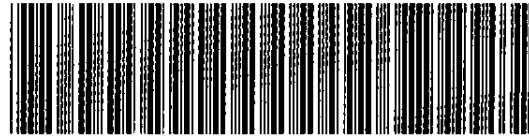
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT -4 PM 4:16

APPROVED
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Ps 10/6/10
61-44077



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2010

HECTOR D ABRAHAM
5448 HOFFNER AVE STE 108
ORLANDO, FL 32812

SUBJECT: SHARING WITH HAPPINESS INC.
Ref. Number: W10000044077

We have received your document for SHARING WITH HAPPINESS 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):

Please submit only one complete document with the acceptance and signature of the registered agent and the signature of the incorporator.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6901.

Pamela Smith
Regulatory Specialist II
New Filing Section

Letter Number: 010A00022345

mc 10/4

COVER LETTER

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

SUBJECT: SHARING WITH HAPPINESS 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: SHARING WITH HAPPINESS INC
Name (Printed or typed)

14842 CEDAR BRANCH WAY
Address

ORLANDO, FL 32824
City, State & Zip

321-945-6745
Daytime Telephone number

MELLIZAMONA@LIVE.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF THE INCORPORATION

The undersigned incorporator, natural person 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617.01201, adopt(s) the following articles of incorporation.

ARTICLE I: NAME

The name of this corporation shall be: Sharing with Happiness, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal street address and mailing address is:

14842 Cedar Branch Way

ORLANDO, FL 32824

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III: PURPOSE OF THIS CORPORATION

This corporation is organized exclusively for Charitable and Community Services.

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organization. The purpose of the organization is to guide, stimulate and improve the living conditions of the youth population, middle-aged and older senior social community. Fostering equality for all regardless of race, ethnicity, color national origin, ancestry, gender, religion, age, socioeconomic or marital status. The aforementioned idea will aim to promote activities, projects, and donations to groups and / or marginalized or disadvantaged people. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Organization shall have, in furtherance of the aforesaid purposes, all of the powers conferred upon corporations organized pursuant to the provisions of Florida's Nonprofit Corporation Law and the laws governing SHARING WITH HAPPINESS, INC

ARTICLE IV: MANNER OF ELECTION

Section 1. Officers.

The Officers of the Organization shall be a President, a Vice President, a Secretary, and Treasurer (and/or other) officers as deemed advisable from time to time by the Board of Directors.

Section 2. Election and Terms.

1. The term of a Board Member is four years. The term of a Board Member can also expire by her or his resignation or removal in accordance with these bylaws.

2. The Board members election will be held the first Monday of February, with the term to commence on the first Monday of April.

1. There will be a Nominating Committee to nominate at least one (1) member in good standing for each office or at-large position up for an election. The Committee will make its nomination report to the members of the Organization through mailed ballots prior to the annual meeting and conference.

2. Individual members of the Organization may cast (1) one vote for each office or at-large position up for election by returning the ballot to the Chair of the Nominating Committee or another member of the Committee as designated by the Chair.

3. The results of the election of officers and members of the Board of Directors will be announced to membership not later than February 15th. of the current year.

Section 3. Vacancies.

If the office of President becomes vacant, the Vice President will assume the duties of President for the unexpired term. If the office of Vice President becomes vacant, the Board of Directors will elect one of its members for the unexpired term. If any other office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term. Service in an office for the unexpired term does not make the officer ineligible for nomination or election to that office or any other office for two full consecutive terms.

Section 4.

All of the Officers of the Organization will serve without compensation, but may be reimbursed for necessary and appropriate expenses upon approval by the Board of Directors.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Title: OFFICERS AND DIRECTORS: ADDRESSES:

President: Laila Fernandez 6240 Contessa Drive Apt #102, Orlando, FL. 32829

Vice-President: Maria Eugenia Palacio 14842 Cedar Branch Way, Orlando, FL. 32824

Secretary: Rosie Urena 14352 Queenside Street, Orlando, FL. 32824
Treasurer: Yimelda Goshea 12213 Hatfield Court, Orlando, FL. 32837
Director: Cindy L. Anderson 12230 Hatfield Court, Orlando, FL. 32837

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street Address of the registered agent is:

Maria E. Palacio

14842 Cedar Branch Way, Orlando, FL 32824

ARTICLE VII: INCORPORATOR

The name and Address of the Incorporator is:

Hector D. Abraham

5448 Hoffner Ave Ste 108, Orlando, FL 32812

ARTICLE VIII: LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation: 1. 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) 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, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. 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 participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Not with standing 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) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer of this corporation.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. Duties of the President.

The President is the chief operating officer of the Organization and presides at meetings of the Board of Directors and the Membership. The President supervises the affairs of the Organization in accordance with all policies and directives approved by the Board of Directors. Unless otherwise provided in these bylaws or by the Board of Directors, the President will appoint the chairperson and members of each committee of the Organization and may appoint special assistants or consultants as she or he deems necessary and appropriate. Special assistants and consultants will serve without compensation.

Section 2. Duties of the Vice President.

The Vice President chairs or co-chairs the Membership Committee. In addition, she or he performs other duties as the Board of Directors may assign and assumes the duties of the President when the President is unable to perform his or her duties or absent from meetings at which the President would reside.

Section 3. Duties of the Secretary.

The Secretary keeps minutes and records of all meetings of the Organization, the Board of Directors, and the Executive Committee of the Board of Directors; keeps the roster of membership of the Organization; receives and keeps as property of the Organization all documents, addresses, and reports to and of the Organization; gives all notices as required by these bylaws or by law; and generally performs all duties customary to the Office of Secretary.

Section 4. Duties of the Treasurer.

The Treasurer receives and supervises (along with the President) the safekeeping and expenditure of the funds and investments of the Organization; prepares and distributes budget reports at appropriate meetings of the Board of Directors or Members; supervises the procedures of receipt, collection, recording, and safekeeping of all funds as well as the procedures for disbursements in the books of the Organization; and deposits all monies and other valuable effects in the name of the Organization in such depositories selected by the Board of Directors. The Treasurer shall make the financial books and records of the Organization available for examination and audit by independent accountants.

Section 5. Duties of the Directors.

The Members shall have the obligations of his office as members of the Board, as well as those arising from the delegation or working committees of the Board to be entrusted.

Section 6.

In addition to the duties and powers provided in these bylaws, the Officers shall exercise such powers and perform such duties as determined appropriate and necessary by the Board of Directors.

ARTICLE X: BOARD OF DIRECTORS

Section 1. General Powers and Duties.

The powers of the Organization will be exercised by the Board of Directors. The Board of Directors will control, formulate policy for, and administer the affairs of the Organization during the periods between annual and special meetings of the Members. The Board of Directors may appoint and define the duties of chapter staff members, each of whom will serve at the pleasure of the Board. The Board will have the power to determine the registered representative and registered office of the Organization. The Board of Directors have, and may exercise, any and all powers provided in the Articles of Incorporation and Florida's Nonprofit Corporation Law that are necessary to carry out the purposes of the Organization.

Section 2. Composition of the Board of Directors.

1. The Board of Directors consists of at least five (5) Members. Each Member on the Board has one vote at meetings of the Board of Directors (except for the President who would only vote in the event of a tie to break the deadlocked) at which they are present.

2. The Board of Directors is composed of:

1. The President, Vice President, Consultant, Secretary, Treasurer.

2. The Board of Directors may appoint standing and ad hoc committees as needed.

3. Additional members as deemed necessary and appropriate by the President or Board of Directors.

Section 4. Resignation

A member of the Board of Directors may resign at any time by providing 30 days written notice to the President.

Section 5. Removal

After prior written notice and an opportunity to be heard before the Board of Directors, a member of the Board can be removed by a three-quarters (3/4) vote of the other members of the Board at a special meeting called for that purpose. Failure to attend three (3) consecutive meetings of the Board of Directors may constitute automatic

removal without notice. In addition, actions against SHARING WITH HAPPINESS INC. their respective missions or other behaviors deemed detrimental to SHARING WITH HAPPINESS, INC. by the Board may be grounds for removal.

Section 6. Vacancies

Vacancies which may occur during the term of any member of the Board shall be temporarily, covered such members until the final choice by the extraordinary general meeting.

from any one of the members of the Board, this place should be temporarily cover by the members of the Board of directors for a short period of time, or until there is a new election to cover the already mention vacancy.

ARTICLE XI: BENEFACTORS OF THE ORGANIZATION

Section 1.

Any individual whom provides legal, sporadic, or permanent services to the organization, whether in cash, kind, or length of service aim towards the development the organization, will be considered a benefactor.

ARTICLE XII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

Regular meetings of the Board of Directors will be held no fewer than four (4) times each year.

Section 2.

Written notice of all regular meetings shall be sent to the Board of Directors at least ten (10) days prior to the meeting date.

Section 3.

Special meetings may be called at the request of one-third (1/3) of the members of the Board or at the request of the President upon notice of five (5) days. The notice must state with particularity the item(s) of business to be considered at the special meeting. No other business will be conducted at the special meeting other than that specified in the notice.

Section 4.

Notice of a meeting of the Board of Directors will specify the date, time, and place of the meeting and include a tentative agenda. Notice must be delivered personally to each member of the Board or via postal or electronic mail.

Section 5.

The presence of fifty percent plus one (50% + 1) of the members of the Board will constitute a quorum for the transaction of business.

Section 6.

Except as otherwise provided by law, the Articles of Incorporation or these bylaws, all matters before the Board of Directors will be decided by a majority vote of the members of the Board present at a meeting at which a quorum is established.

Section 7.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all members of the Board and a simple majority consent to such action in writing or by electronic mail. Such consent shall have the same force and effect as a vote of the Board of Directors at a meeting and will be described as such in any document executed by the Organization.

Section 8.

Any member of the Board of Directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or of communications by which all participants in the meeting are able to hear one another, or by proxy, and such participation will constitute presence in person at the meeting.

Section 9.

Minutes of the proceedings of the Board of Directors and the Executive Committee will be open to inspection by any member of the Organization.

Section 10.

Members of the Organization may attend all meetings of the Board of Directors and will have a voice, but not a vote, when so attending.

ARTICLE XIII: COMMITTEES OF THE BOARD

Section 1.

The standing and ad hoc committees of the Organization shall be as follows

(The board may appoint standing and ad hoc committees as needed):

1. Executive Committee
2. Correspondence Committee
3. Benevolence Committee

4. Fundraising Committee

ARTICLE XIV: OPERATIONAL PROVISIONS

Section 1.

All checks, drafts, or other orders for the payment of money issues in the name of the Organization shall be signed by the President, and/or two other signatures, as designated by the Board of Directors. Expenditures greater than two hundred (\$200) dollars necessitate Board or Executive Committee approval. All such orders shall be reported to the Treasurer within forty-eight (48) hours.

Section 2.

All funds of the Organization not otherwise employed shall be deposited in a timely manner to the credit of the Organization in such banks, trust companies, and other depositories as selected by the Board of Directors.

Section 3.

The Board of Directors will approve and adopt a budget for the Organization each year.

Section 4.

The Organization will keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and of any committee having the authority of the Board of Directors.

Section 5.

The fiscal year of the Organization begins with the first day of January and ends on the thirty first day of December each year.

Section 6.

The Organization must provide an annual tax report and file appropriate forms.

ARTICLE XV: DEBT OBLIGATIONS AND PERSONAL LIABILITY

Upon approval of a majority of disinterested members of the Board of Directors, Board Members and Officers and former Board Members and Officers of the Organization may be indemnified for the expenses of defending actions arising against them by virtue of their being or having been such Director or Officer, provided they are found not liable or, if found liable, acted in good faith or without reasonable cause to believe her or his conduct was unlawful.

No member, officer or Director of this 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 this corporation.

ARTICLE XVI: AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any meeting of the Organization by a two-thirds (2/3) vote of the members, provided that notice of the proposed amendment or amendments are mailed to the membership at least fourteen (14) days before the meeting.

ARTICLE XVII: 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 should be transferred or conveyed to one or more domestic or foreign corporations, trust, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

9/29/10

Date



Signature/Incorporator

9/29/10

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED