

COVER LETTER

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

SUBJECT: HEALING & COUNSELING FOUNDATION, 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: Ralf F. Heyer
Name (Printed or typed)

1700 SW 57th Avenue Ste 219
Address

Miami, Florida 33155
City, State & Zip

(786) 693-9358
Daytime Telephone number

rfh@heyerc.com
E-mail address: (to be used for future annual report notification)

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

2010 DEC -9 PM 12: 04
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2010 DEC -9 PM 12:04

ARTICLES OF INCORPORATION

OF

HEALING & COUNSELING FOUNDATION, INC.
a Non-Profit Florida Corporation

(Pursuant to Chapter 617, Florida Statutes.)

The undersigned has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

1. **Name.** The name of this corporation is HEALING & COUNSELING FOUNDATION, INC.
2. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. 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."

4. 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.

5. **Principal Office of Business.** The principal place of business and mailing address of the corporation is:

Principal Office of Business

5737 SW 8TH STREET
MIAMI, FLORIDA 33144

Mailing Address

5737 SW 8TH STREET
MIAMI, FLORIDA 33144

6. **Specific Purpose.** The specific purpose of the non-profit corporation is:

To provide spiritual care and education thru mental healing, counseling, hypnotherapy and various other holistic means to the poor and less fortunate.

7. **Manner of Election.** The manner in which the directors are elected or appointed is:

APPOINTED.

8. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

MARIA A. RIVERA
PRESIDENT
5737 SW 8TH STREET
MIAMI, FLORIDA 33144

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ESTEBAN R. SEGURA
VICE PRESIDENT
5737 SW 8TH STREET
MIAMI, FLORIDA 33144

9. **Registered Agent.** This corporation appoints HEYER & ASSOCIATES EA, PA, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is

HEYER & ASSOCIATES EA, PA
1700 SW 57TH AVE STE 219
MIAMI, FLORIDA 33155

10. **Incorporator.** The name and address of the incorporator is:

RALF F. HEYER, EA
1700 SW 57TH AVE STE 219
MIAMI, FLORIDA 33155

11. **Effective Date.** These Articles are to be effective the date of filing unless otherwise specified below:

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this date: 12/6/2010.

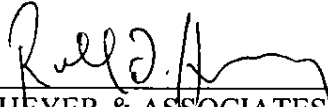


RALF F. HEYER, EA

ACCEPTANCE BY REGISTERED AGENT

Having been named as a 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.

DATE: 12/6/2010



HEYER & ASSOCIATES EA, PA