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FAX NO. 321-951-3741

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Helping Haiti's Children, Inc.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

FOR

HELPING HAITI'S CHILDREN, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is **Helping Haiti's Children, Inc.**

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The Corporation is organized and shall be operated for religious, charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code").

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 585 Spindle Palm Drive, Indialantic, Florida 32903.

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ARTICLE V

The name and address of the initial registered agent is: Gary B. Frese, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of five (5) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

ROLAND G. COOK
585 Spindle Palm Drive
Indialantic, Florida 32903

DENNIS COVEY
1326 Tarleton Street
Palm Bay, Florida 32909

TIMOTHY MUTH
511 Bay Circle
Indian Harbour Beach, Florida 32937

MARY-ELLEN SORENSEN
1271 Etruscan Way, Unit 110
Indian Harbour Beach, Florida 32937

ROBERT QUINN
3092 S. Rio Baya
Indialantic, Florida 32903

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ARTICLE VII

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

ROLAND G. COOK - President
585 Spindle Palm Drive
Indialantic, Florida 32903

DENNIS COVEY - Vice-President
1326 Tarleton Street
Palm Bay, Florida 32909

MARY-ELLEN SORENSEN - Secretary
1271 Etruscan Way, Unit 110
Indian Harbour Beach, Florida 32937

TIMOTHY MUTH - Treasurer
511 Bay Circle
Indian Harbour Beach, Florida 32937

ARTICLE VIII

The name and address of the initial incorporator shall be Gary B. Frese, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE IX

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

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ARTICLE X

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 III 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.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, described in Section 501(c)(3) of the Internal Revenue Code, or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine. 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 and for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 9th day of March, 2011.



GARY B. FRESE

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



GARY B. FRESE
Registered Agent

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