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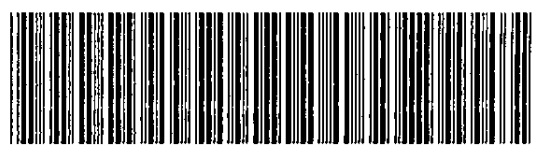
(Business Entity Name)

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DIVISION OF CORPORATIONS  
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3/15/11

## COVER LETTER

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

SUBJECT: GROWING HOPE, 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: LUIS DIAZ  
Name (Printed or typed)

3917 NW 122 TERRACE  
Address

SUNRISE, FL 33323  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

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2011 MAR 11 PM 4:10

**ARTICLES OF INCORPORATION**

**OF**

**GROWING HOPE, INC**

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DIVISION OF CORPORATIONS  
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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a nonprofit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I – NAME**

The name of this Corporation shall be **GROWING HOPE, INC.**, (hereinafter "Corporation").

**ARTICLE II – PURPOSE OF CORPORATION**

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

1. This corporation is formed exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, educational and scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
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 charitable, religious, educational and scientific purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

### **ARTICLE III - PROHIBITIONS**

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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, 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 Corporate 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 IV - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The directors of the Corporation shall be:

Luis Diaz  
Viviana Alarcon  
Maria Roncallo

whose mailing addresses shall be the same as the principal address of the Corporation.

### **ARTICLE V – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3917 NW 122 Terrace, Sunrise, Florida 33323 and the mailing address is 3917 NW 122 Terrace, Sunrise, Florida 33323.

### **ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Luis Diaz  
3917 NW 122 Terrace  
Sunrise, Florida 33323.

## **ARTICLE VII – OFFICERS**

The officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

President:	Luis Diaz
Secretary:	Viviana Alarcon
Treasurer:	Maria Roncallo

whose mailing addresses shall be the same as the principal address of the Corporation.

## **ARTICLE VIII – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE IX – CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## **ARTICLE X – QUALIFICATION OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Corporation.

## **ARTICLE XI – VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

## **ARTICLE XII – PERSONAL LIABILITY**

Neither the members nor the members of the Board of Directors or officers of this Corporation shall be personally liable for debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, members of the Board of Directors or officers of this Corporation be subject to the payment of the debts or obligations of this Corporation.

### **ARTICLE XIII – REGISTERED AGENT**

The name of the registered agent of this Corporation is Luis Diaz. The address of this registered agent is 3917 NW 122 Terrace, Sunrise, Florida 33323.

### **ARTICLE XIV – EFFECTIVE DATE**

This Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE XV - AMENDMENT**

This Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Member's meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE XVI - INDEMNIFICATION**

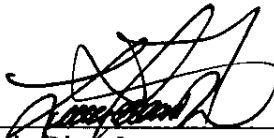
The Corporation shall indemnify a director or officer of the Corporation who has wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint, venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in

these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE XVII – DISSOLUTION**

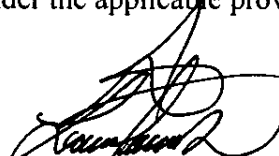
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3/9/2011.

  
\_\_\_\_\_  
Luis Diaz, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Luis Diaz, having been designated as the Registered Agent of the Corporation in the above and foregoing Articles of Incorporation, is familiar and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
Luis Diaz

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