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2011 MAR 15 PM 4:41

CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

T. Burch MAR 16 2011

**RIOZ RAZZI MINISTRIES, INC.**  
**17245 NW 72nd CT.**  
**Hialeah, FL 33015**  
**(305) 205-7184 (P)**  
**(305) 821-6565 (F)**

March 7, 2011

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

To whom it may concern:

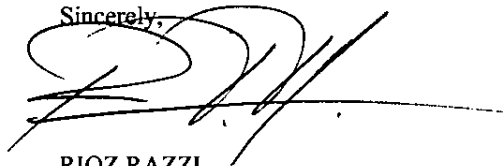
Please find enclosed one (1) copy and the original Articles of Incorporation, for RIOZ RAZZI MINISTRIES, INC., a not-for-profit corporation.

Also, find the appropriate filing fee of \$87.50 for a Certified Copy and Certificate of Corporation. Please mail all correspondence to the following address:

**RIOZ RAZZI MINISTRIES, INC.**  
**17245 NW 72nd CT.**  
**Hialeah, FL 33015**

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'R. Razzi', written over a horizontal line.

RIOZ RAZZI  
President

Enclosures as stated

# ARTICLES OF INCORPORATION

OF

## RIOZ RAZZI MINISTRIES, INC.

*(organized under the nonprofit corporation laws of Florida)*

FILED  
2011 MAR 15 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a Florida Corporation (Non-Profit) pursuant to the Florida "Non-Profit Corporations Act", Chapter 617.0202, Florida Statutes, adopt(s) the following Articles of Incorporation for such Corporation:

### ARTICLE I – NAME

The name of the Corporation shall be **RIOZ RAZZI MINISTRIES, INC.**

### ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Hialeah, Miami Dade County, Florida. The principal place of business and mailing address of this Corporation shall be:

RIOZ RAZZI MINISTRIES, INC.  
17245 NW 72nd CT.  
Hialeah, FL 33015

### ARTICLE III – PURPOSES

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, including such purposes, the making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The specific purposes for which the Corporation is organized are described as follows:

RIOZ RAZZI MINISTRIES, INC. is specifically organized as a non-profit, independent, faith-based organization with the purpose of impacting Hialeah, Miami Dade County, Florida and surrounding areas.

The purposes of the Corporation shall be educational, social, and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, as the same may be .

Moreover, the Corporation shall provide services in a manner that is beneficial to the public interest. Namely, for the development of individual moral, spiritual, and ethical capabilities, support of education, improvement of social welfare, alleviation of poverty and its residual effects, and advancement of knowledge and academic scholarship.

More particularly, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special spiritual, moral, ethical, educational, cultural and social benefits to minors that contribute to the development of good character, exemplary morals, and to the educational and cultural development of minors.

#### **ARTICLE IV – REGISTERED AGENT**

The registered agent of the Corporation shall be the President of RIOZ RAZZI MINISTRIES, INC.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The *initial* registered office of RIOZ RAZZI MINISTRIES, INC.

17245 NW 72nd CT.  
Hialeah, FL 33015

The name of the *initial* registered agent of the Corporation at the address is the Founder and President: RIOZ RAZZI

#### **ARTICLE VI – INCORPORATORS**

The names and addresses of the persons, who are the incorporators of RIOZ RAZZI MINISTRIES, INC. are:

<b><u>Name</u></b>	<b><u>Address</u></b>
RIOZ RAZZI, <i>Incorporator</i>	17245 NW 72nd CT. HIALEAH FL., 33015
ANGELA RAZZI, <i>Incorporator</i>	17245 NW 72nd CT. HIALEAH FL., 33015
VALMARIE RHODEN, <i>Incorporator</i>	17245 NW 72nd CT. HIALEAH FL., 33015
JANET R. ALFORD, <i>Incorporator</i>	17245 NW 72nd CT. HIALEAH FL., 33015

KETHA D. OTIS, *Incorporator*

17245 NW 72nd CT.  
HIALEAH FL., 33015

ANDREAL JOHNSON, *Incorporator*

17245 NW 72nd CT.  
HIALEAH FL., 33015

## **ARTICLE VII – BOARD OF DIRECTORS**

The names and addresses of the persons who are the *initial* officers and members of the Board of Directors of RIOZ RAZZI MINISTRIES, INC. are:

**Name**

**Address**

RIOZ RAZZI, *President*

17245 NW 72nd CT.  
HIALEAH FL., 33015

ANGELA RAZZI, *Vice-President*

17245 NW 72nd CT.  
HIALEAH FL., 33015

VALMARIE RHODEN, *Treasurer*

17245 NW 72nd CT.  
HIALEAH FL., 33015

JANET R. ALFORD, *Secretary*

17245 NW 72nd CT.  
HIALEAH FL., 33015

## **ARTICLE VIII – PRESIDENT**

The Founding President of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: RIOZ RAZZI.

## **ARTICLE IX – MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The manner in which the Officers and Directors are elected or appointed is as follows: The method of election of directors will be expressed and explained within the Corporation By Laws.

## **ARTICLE X – CAPITAL STOCK**

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

## **ARTICLE XI – MEMBERSHIP**

The persons so named in Article VII hereof will constitute the official Board of Directors as well as the *initial* members of RIOZ RAZZI MINISTRIES, INC. Ex-officio directors, non-voting Directors and Advisors will be elected in accordance with the By Laws of the Corporation.

## **ARTICLE XII - MEMBERSHIP QUALIFICATIONS**

RIOZ RAZZI MINISTRIES, INC., as a faith-based organization, shall be open for activities to persons who follow the guidelines and By Laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of this Corporation shall be the persons who, from time to time, are the members of the Board of Directors of this Corporation.

Members and participants must exhibit a showing of interest in a better quality of life, by developing and enhancing their socio-economic, psychosocial and promoting positive change in character and the family unit.

## **ARTICLE XIII – VOTING RIGHTS**

Any person, who has been accepted as a member of RIOZ RAZZI MINISTRIES, INC., has the right and privilege to participate in the activities thereof. Each member shall have one vote.

## **ARTICLE XIV – MEMBERSHIP RIGHTS AND OBLIGATIONS**

Membership in this Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose resign his membership as a member of this Corporation as is further discussed in the By Laws of the Corporation.

Participation in a lifestyle contrary to the By Laws of RIOZ RAZZI MINISTRIES, INC., and its activities is reason enough for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights to activities at any time at its discretion. The determination by the Board of Directors that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation By Laws.

## **ARTICLE XV – CONSTITUTION AND BY LAWS**

In order to insure the discipline of order, RIOZ RAZZI MINISTRIES, INC., shall establish a Constitution and By Laws.

## **ARTICLE XVI – POLITY AND ACCOUNTABILITY**

RIOZ RAZZI MINISTRIES, INC., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations.

## **ARTICLE XVII – CONFLICT OF INTEREST POLICY**

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

## **ARTICLE XVIII – LIMITATIONS AND PROHIBITIONS**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited, are as follows:

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 the furtherance of the purposes set forth in Article III hereof.

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.

Moreover, 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 XIX – PROHIBITIONS AGAINST POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE XX – SETTLEMENT OF DISPUTES**

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By Laws of RIOZ RAZZI MINISTRIES, INC.

## **ARTICLE XXI – DEDICATION AND DISTRIBUTION OF ASSETS**

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article III hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## **ARTICLE XXII – DISTRIBUTION OF PROFITS**

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the personal benefit of any director or individual. The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for nonprofit purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## **ARTICLE XXIII – LIABILITIES FOR DEBTS**

Neither the members, officers, nor the members of the Board of Directors of RIOZ RAZZI MINISTRIES, INC. shall be personally liable for the debts of the Corporation.



## **ARTICLE XXIV – 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.

More specifically, in the event of corporate dissolution, the residual assets of the Corporation, RIOZ RAZZI MINISTRIES, INC., will be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Reliance may be placed upon Florida state law to establish permanent dedication of assets for exempt purposes.

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.

## **ARTICLE XXV – TERM OF EXISTENCE**

The Corporation shall have a perpetual existence. The Corporate existence commenced on the date of approval of the Articles of Incorporation by the Secretary of State, State of Florida.

## **ARTICLE XXVI – AMENDMENT**


The 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 to a Members' Meeting by a majority of the Members, unless all Directors and all Members sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

## **ARTICLE XXVII - EFFECTIVE DATE**

The Articles of Incorporation of RIOZ RAZZI MINISTRIES, INC. shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE XXVIII - INCORPORATORS**

The name(s) and the street address of the incorporators for these articles of incorporation are:

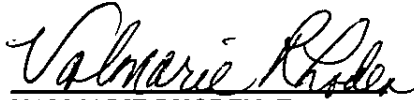


RIOZ RAZZI, President 17245 NW 72nd CT. HIALEAH FL., 33015



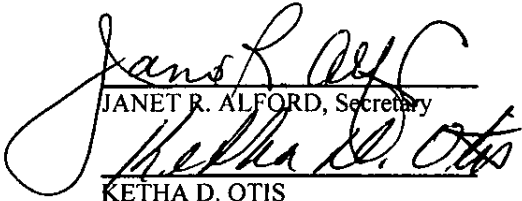
ANGELA RAZZI, Vice President

17245 NW 72nd CT. HIALEAH FL., 33015



VALMARIE RHODEN, Treasurer

17245 NW 72nd CT. HIALEAH FL., 33015



JANET R. ALFORD, Secretary

17245 NW 72nd CT. HIALEAH FL., 33015



KETHA D. OTIS

17245 NW 72nd CT. HIALEAH FL., 33015



ANDREAL JOHNSON

17245 NW 72nd CT. HIALEAH FL., 33015

The above named incorporators executed these Articles of Incorporation on this 7<sup>th</sup> day of March, 2011.

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

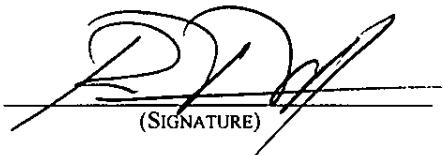
1. The name of the corporation is:

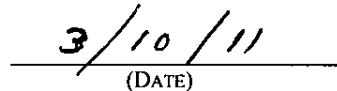
RIOZ RAZZI MINISTRIES, INC.

2. The name and address of the registered agent and office is:

RIOZ RAZZI.  
17245 NW 72nd CT.  
Hialeah, FL 33015

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(SIGNATURE)

  
(DATE)

FILED  
2011 MAR 15 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA