

N11000004065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

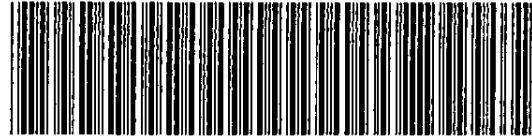
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100202958861

04/21/11--01026--026 **87.50

FILED
APR 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 4/24/11



Pfeffer Attorneys & Advisors

630 Snug Harbor Drive, Suite 1
Boynton Beach, FL. 33435
www.PfefferLegal.com
Fax: (561) 244-4445

Palm Beach
Ft. Lauderdale / Miami
Martin, St. Lucie, Ft. Pierce, Vero

(561) 244-4000
(786) 279-4850
(772) 380-8010

Jeffrey H. Pfeffer
Member New York and Florida Bars
jeff@PfefferLegal.Com

Linda Liang, *Of Counsel*
Cal. and P.R.C. Bars Only
Mort Antman, *Of Counsel*

April 20, 2011

VIA OVERNIGHT DELIVERY:

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL. 32301

Re: Filing of Not For Profit Articles of Incorporation
P.O.G.US Ministry, Inc.

Dear Sir or Madam:

Enclosed please find an Original and One Copy of the executed Articles of Incorporation for the not for profit entity named above as well as our law firm's check in the amount of \$87.50 payable to the "Department of State" to cover the filing fees, Certified Copy and Certificate of Status.

Please return a copy of this filing to the undersigned at your earliest opportunity.

Sincerely,

Jeffrey H. Pfeffer

c.c.: Nadia Breton, Incorporator

COVER LETTER

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

SUBJECT: P.O.G.US MINISTRY, 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: JEFFREY H. PFEFFER, ESQ.
Name (Printed or typed)

630 SNUG HARBOR DRIVE, #1
Address

BOYNTON BEACH, FLORIDA 33435
City, State & Zip

(561) 244-4000
Daytime Telephone number

JEFF@PFEFFERLEGAL.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 INCORPORATION
OF

P.O.G.US MINISTRY, INC.

The undersigned subscribed to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 1 - NAME

The name of the Corporation is **P.O.G.US Ministry, Inc.** (hereinafter referred to as the "Corporation")

ARTICLE 2 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5804 Strawberry Lakes Circle, Lake Worth, FL. 33463 and the mailing address is the same.

ARTICLE 3 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) including, for such purposes, the making of 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 Corporation is organized to rescue by the good news of Christ orphaned children and children who have been neglected and rejected by their parents in the Republic of Haiti. These children are often not properly fed or clothed and their school tuition is often not paid so they do not

FILED
11 APR 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

receive a proper education. Our goal is to embrace them in order to protect these vulnerable children from being on the street and to prevent early pregnancy, prostitution, alcohol and drug abuse, corruption, kidnapping, rape and falling victim to drug dealers. In order to build a better community we need to embrace our children's spiritual, physical, intellectual and emotional needs by various means including opening and operating community centers to be located in the Republic of Haiti that are designed to feed, clothe and equip these children to be better persons and to better serve themselves and others.

In furtherance of such purposes the Corporation shall be authorized:

- a) To encourage, foster and conduct programs for the continuing education of the public and professionals;
- b) To solicit and accept contributions of money and property and to accept such devises and bequests and all other monies and property made available by virtue of trusts, endowments, deed of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies and property for the furtherance of the Corporation's purposes;
- c) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this corporation is formed; and in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to other limitations provided in these Articles of Incorporation or under the laws and customs of the Republic of Haiti applicable to foreign corporations.

ARTICLE 4

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

ARTICLE 5

The Directors of the Corporation shall be:

Nadia Breton
5804 Strawberry Lakes Circle
Lake Worth, FL. 33463

Gessie Pierre
665 S.W. Gailbreath Avenue
Port St. Lucie, FL. 34953

Clercilia M. Jacques
2878 Donnelly Drive, Apt. 101
Lake Worth, FL 33462

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

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of the Corporation is: 5804 Strawberry Lakes Circle Lake Worth, FL. 33463 The name and address of the registered agent of the Corporation is Nadia Breton, located at 5804 Strawberry Lakes Circle Lake Worth, FL. 33463.

ARTICLE 7 - INCORPORATOR

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

Nadia Breton
5804 Strawberry Lakes Circle
Lake Worth, FL. 33463

ARTICLE 8 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member, 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 payment and distributions in furtherance of the purposes set forth in Article 2 hereof. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in section 501(c)(3). No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provisions 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 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.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of section 509(a), the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undisclosed income imposed by Section 4942;

Shall not engage in any act of self dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) or prohibited under 617.0835 of the Florida Statutes.

ARTICLE 9 - OFFICERS

The Officers shall be elected by a majority of the Directors of the Corporation. The Officer of the Corporation shall be:

PRESIDENT: Nadia Breton

VICE PRESIDENT: Gessie Pierre

SECRETARY: Clercilia M. Jacques

TREASURER: Gusleine Domond

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

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 11 - CAPITAL STOCK

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

ARTICLE 12 - QUALIFICATIONS OF MEMBERSHIP

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

ARTICLE 13 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE 14 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 15 - EFFECTIVE DATE

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

ARTICLE 16 - AMENDMENT

These 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 Members meeting by a majority of Members unless all Directors and all Members sign a written statement manifesting the intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE 17 - DIRECTORS' AND OFFICERS' COMPENSATION AND
INDEMNIFICATION**

a) Compensation: A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the Board of Directors as a member of the administrative staff of the Corporation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and are approved for payment in the manner provided by the By-Laws. Provided, however, that the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 48941(d) of the Internal Revenue Code.

b) Indemnification: The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits of otherwise, in the defense of any proceeding in 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 attorneys' 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 director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorneys' fees and expenses of 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 or agent of another foreign or domestic Corporation, partnership, joint ventures, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay for or reimburse the reasonable attorneys' fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of a 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 the 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 attorneys' fees and expense 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 any word, clause or sentence of the foregoing provisions regarding indemnification or advance of attorneys'

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", "employed" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

c) Interests of Directors and Officers in Contracts: Any contract, whether for compensation or otherwise, or other transaction between the Corporation and one or more of its directors or offices, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees or in which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contractor transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall nevertheless authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction that otherwise would be valid under the common or statutory law applicable thereto.

ARTICLE 18 - 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 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 purpose 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, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16 day of April, 2011.

Nadia Breton
NADIA BRETON, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE S OF INCORPORATION

Nadia Breton having a residence with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered agent under the applicable provisions of the Florida Statutes.

By: Nadia Breton
Nadia Breton

FILED
APR 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA