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FLORIDA PROFIT/NON PROFIT CORPORATION  
STOP, BREATHE AND SMILE, INC.

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**STOP, BREATHE AND SMILE, INC.**3630 SW 123<sup>rd</sup> Court  
Miami, FL 33175September 8, 2011Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301Re: Articles of Dissolution  
Stop, Breathe and Smile, Inc.  
Florida Document # P10000090357

Dear Sir/Madam:

Attached are Articles of Dissolution for Stop, Breathe and Smile, Inc., a Florida profit corporation (the "Company"). The Company has no intention of revoking the Articles of Dissolution at any time in the future and respectfully requests that the Department of State release the use of the name "Stop, Breathe and Smile, Inc." so that Articles of Incorporation of Stop, Breathe and Smile, Inc., a Florida not for profit corporation (also attached) can be filed.

If you require any additional information, please contact Rochelle Kaye, Florida Registered Paralegal at 561-955-7618.

Thank you.

Very truly yours,

STOP, BREATHE AND SMILE, INC.

By: 

Hal D. Martin, President

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**ARTICLES OF INCORPORATION  
OF  
STOP, BREATHE AND SMILE, INC.  
(A Florida Corporation Not For Profit)**

**ARTICLE I**

**Name**

The name of this Corporation is STOP, BREATHE AND SMILE, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**Address**

The address of the principal office and the mailing address of the Corporation shall be 3630 SW 123<sup>rd</sup> Court, Miami, FL 33175.

**ARTICLE IV**

**Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V**

**Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE VI**

**Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the

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provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

#### **ARTICLE VII** **Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

#### **ARTICLE VIII** **Initial Board of Directors**

The number constituting the Initial Board of Directors of the Corporation is three (3).

#### **ARTICLE IX** **Members**

The Corporation shall not have members.

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**ARTICLE X**  
**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI**  
**Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 V hereof.

B. No 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

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**ARTICLE XII****Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 3630 SW 123<sup>rd</sup> Court, Miami, FL 33175, and the name of its registered agent at such office is Hal D. Martin.

**ARTICLE XIII****Incorporator**

The name and address of the sole incorporator is Hal D. Martin, 3630 SW 123<sup>rd</sup> Court, Miami, FL 33175.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 8th day of September, 2011.

  
\_\_\_\_\_  
Hal D. Martin, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, STOP, BREATHE AND SMILE, INC., desiring to organize under the laws of the State of Florida, has named Hal D. Martin whose address is 3630 SW 123<sup>rd</sup> Court, Miami, FL 33175, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 8th day of September, 2011.



Hal D. Martin

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