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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HERITAGE SOLUTIONS FOUNDATION INC**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
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## Certificate of Incorporation of

(A NON-PROFIT CORPORATION)

HERITAGE SOLUTIONS FOUNDATION INC

We the undersigned, being desirous of forming a Corporation for charitable and philanthropic purposes, under the laws of the laws of the State of Florida and the United States of America, do agree as follows:

ARTICLE 1 : The name of this Corporation is

HERITAGE SOLUTIONS FOUNDATION INC

ARTICLE 2: The general nature of the objectives and purposes of this Corporation shall be:

- a) To maintain and operate in accordance with accepted professional standards and practices. A charitable home for the sick, mentally retarded, disabled, underdeveloped and homeless. For the benefit of the entire community and awareness to improve and provide good care.
- b) To provide and maintain a staff for the care of the retarded and disabled.
- c) To promote the total development of individuals by providing a program which offers opportunities to stimulate growth and development appropriate to the age levels.
- d) To acquire, construct, sponsor, convert or expand facilities for lease or sale.
- e) Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(e)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or to the Federal, State, or Local Government for exclusive public purpose.

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Said Corporation is organized exclusively for charitable, religious, games, educational, and scientific purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- f) To draw, make, accept, endorse, execute and issue promissory notes, draft bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired and sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- g) To have one or more officers to carry on all of its operations with restrictions and limitations as to the amount of purchase or otherwise acquired real or personal property of every class and description upon the approval of the Board of Directors.
- h) To exercise any specific or general powers granted to Corporation not-for-profit under the statutes of Florida.
- i) To engage in no activity which would prevent the Corporation from qualifying for Federal Income Tax exemption under the laws of the State of Florida and the United States of America.

**ARTICLE 3:** There are no By-laws, however Government will be as provided in the articles of association.

**ARTICLE 4:** The Corporation shall have perpetual existence.

**ARTICLE 5:** The initial Post office address of the principal office of this Corporation is to be at: 20295 NW 2 AVE MIAMI FL 33169

The Board of Directors may from time to time designate such other Post office address and place for the principal office of this Corporation as it may see fit.

**ARTICLE 6:** The number of Directors of this Corporation shall be as provided in the By-laws, but shall not be less than three in number nor more than six and shall remain three in number until otherwise altered or changed by the By-laws.

ARTICLE 7: Upon dissolution of the Corporation, the Board of trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 © (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Laws ), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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 8: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in ( including the publishing or distribution of statements ) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE 9: The name and post office address of the first officers who subject to the provisions of the Articles of Incorporation, the By-laws of this Corporation, and the laws of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
WALCOTT HILLOCKS	202 95 NW 2 AVE MIAMI FL 33169
President	

ARTICLE 10: The name and post office address of each subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
WALCOTT HILLOCKS	20295 NW 2 AVE MIAMI FL 33169

ARTICLE 11: These Articles of Incorporation shall be effective on the date of filing.

ARTICLE 12: The resident agent for the corporation shall be:

WALCOTT HILLOCKS

whose address is:

20295 NW 2 AVE MIAMI FL 33169

ARTICLE 13: The management of the affairs of the corporation shall be the Board of Directors directly. The President shall have authority to bind the corporation to legal acts including drawing upon bank accounts (solely) subject to ratification by the Board. The Secretary and Treasurer shall be the only other officers in the corporation until otherwise approved by proper amendment.

ARTICLE 14: Board members may be elected at any meeting of the Board. Any natural person over the age of 21 years and with a charitable motive and dedication to the purposes of this corporation shall be eligible for membership. Commencing in 1980, the term of each Board member shall be five years (or until the end of the respective term of his/her predecessor if he/she shall have been elected to succeed a person who shall not have completed his/her three year term) and until the election and qualification of his/her successor. The terms of office for each Board member shall be so staggered that at least one third of the total number shall be elected each year.

ARTICLE 15: Any Board member may resign at any time by giving written notice to the Board's chairperson. It shall be effective immediately.  
Any Board member may be removed by a majority vote of all members at a special meeting called for that purpose.

ARTICLE 16: Any natural person over 21 years of age with philanthropic goals may be qualified for membership. Admission shall occur after approval by majority vote of the Board of Directors.

ARTICLE 17: these Articles of Incorporation may be amended by the timely presentation after notice to the Board of the proposed amendment.

Every amendment shall be approved by the Board of Directors after being proposed by them to the Board and approved at a regular meeting by at least a majority of those entitled to vote thereon, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to these Articles of Incorporation, have hereunto set our hands and seals, this

10th day of January, 2012, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the corporation law of the State of Florida do make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

NAME AND TITLE	SEAL
WALCOTT HILLOCKS    PRESIDENT	

STATE OF FLORIDA )

S.S.

COUNTY OF DADE    )

**OF BUSINESS OR DOMICILE FOR THE SERVICES OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with the said act:

First that HERITAGE SOLUTIONS FOUNDATION INC

(Name of corporation)

desiring to organize under the laws of the State of FLORIDA with its principal office,

(Florida)

as indicated in the articles of incorporation at city of MIAMI county

(City)

of DADE State of FLORIDA has

(County)

(State)

named WALCOTT HILLOCKS

(Name of Resident Agent)

located at 20295 NW 2 AVE MIAMI 33169 CITY of

MIAMI

DADE

(City)

(County)

State of Florida, as its Agent to accept service of process within this State.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By [Signature]

Signature

Registered Agent.