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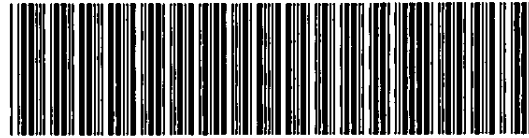
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12 FEB 23 AM 10:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
2/24/12

## COVER LETTER

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

SUBJECT: Conscious Acts of Kindness, 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: Barry T. Shevlin, Esq.

Name (Printed or typed)

1111 Kane Concourse, Suite#400

Address

Bay Harbor Islands, FL 33154

City, State & Zip

305-868-0304

9199 SW 9th Ave Telephone number

josie@shevlinatkins.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

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OF

12 FEB 23 AM 10:33

CONSCIOUS ACTS OF KINDNESS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned officer hereby files these Articles of Incorporation for Conscious Acts of Kindness, Inc., a Florida not for profit corporation (the "Corporation"), and confirms such Articles of Incorporation were duly adopted by written consent of the Members and Board of Directors as of January 25, 2012, and pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I - NAME

The name of the corporation shall be: CONSCIOUS ACTS OF KINDNESS, INC., a Florida not for profit corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized shall be to primarily assist the poor and underprivileged members of society in providing them with food, clothing, shelter, and other donations through conscious acts of kindness as well as all other related lawful business permitted under the General Business Corporation Act and the laws of the State of Florida. In addition, the corporation will be helping people deal with their problems both financial and social in nature and will provide educational and other benefits to help people improve their lives.

Said organization is organized exclusively for such lawful and charitable, religious, 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, or corresponding section of any future federal tax code.

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 the organization shall be the carrying 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 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code,

or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization 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 IV - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation shall be: 9199 SW 97<sup>th</sup> Avenue, Miami, Florida 33176.

#### **ARTICLE V - DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall consist of a minimum of three directors, including the one listed below:

Joaquin Ortiz, President  
9199 SW 97<sup>th</sup> Avenue  
Miami, Florida 33176.

#### **ARTICLE VI – ELECTION OF DIRECTORS**

The method of appointment or election of directors shall be stated in the Bylaws

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

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its Board of Directors which shall consist of no less than two individuals. The number of directors may be increased or decreased, from time to time, by amendment to the Bylaws, but the Corporation shall never have fewer directors than as prescribed by applicable Florida law at the time of said amendment.

#### **ARTICLE VIII - OFFICERS**

The name and address of the first officers of this corporation are as follows:

Joaquin Ortiz, President  
9199 SW 97<sup>th</sup> Avenue  
Miami, Florida 33176.

#### **ARTICLE IX - INCORPORATOR**

The names and address of the initial incorporator is as follows:

Joaquin Ortiz  
9199 SW 97<sup>th</sup> Avenue  
Miami, Florida 33176.

#### **ARTICLE X – REGISTERED AGENT**

The designated registered agent for this corporation is Joaquin Ortiz, whose address is as follows:

Joaquin Ortiz  
9199 SW 97<sup>th</sup> Avenue  
Miami, Florida 33176.

#### **ARTICLE XI – BYLAWS AND REGULATIONS**

The Corporation shall adopt by-laws and regulations creating, defining, limiting and regulating the powers of the Corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

#### **ARTICLE XII - DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, as may be determined by the Board of Directors.

#### **ARTICLE XIII - AMENDMENTS**

Until the appointment or election of the initial Board of Directors, these Articles of Incorporation may be amended, altered, changed or repealed by the Incorporator. After the appointment or election of the initial Board of Directors, these Articles of Incorporation may only be amended, changed or repealed as provided in the Bylaws.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XIV ACTIVITIES BY PUBLIC CHARITY**

During any period the Corporation is a "public charity" as defined in the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue Law, the Corporation shall not:

- (a) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;
- (b) Retain any "excess business holdings," as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law; and
- (d) Make any "taxable expenditures," as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.

During any period the Corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, the Corporation shall distribute, for the purposes specified in these Amended and Restated Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.

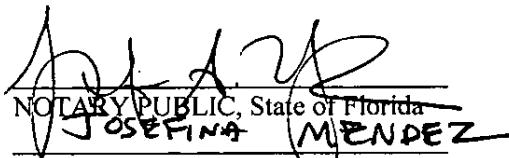
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for CONSCIOUS ACTS OF KINDNESS, INC., a Florida not for Profit Corporation, on this 25<sup>th</sup> day of January 2012.

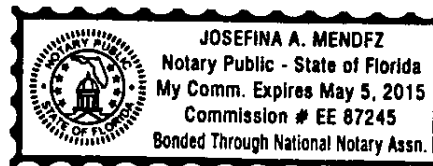
  
Joaquin Ortiz, Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss.

BEFORE ME, the undersigned authority, this 25<sup>th</sup> day of January 2012, personally appeared Joaquin Ortiz, Incorporator of CONSCIOUS ACTS OF KINDNESS, INC., a Florida not for corporation, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for CONSCIOUS ACTS OF KINDNESS, INC., a Florida not for profit corporation and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of January 2012.

  
NOTARY PUBLIC, State of Florida  
JOSEFINA MENDEZ  
Printed Name



**CERTIFICATE OF DESIGNATION**

▶ CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; CONSCIOUS ACTS OF KINDNESS, INC., A FLORIDA NOT FOR PROFIT CORPORATION DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 9199 SW 97<sup>th</sup> Avenue, Miami, Florida 33176

AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING Joaquin Ortiz, 9199 SW 97<sup>th</sup> Avenue, Miami, Florida 33176 HAVING BEEN MADE 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 DUTIES.

REGISTERED AGENT

Joaquin Ortiz

1-25-12

DATE:

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12 FEB 23 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA