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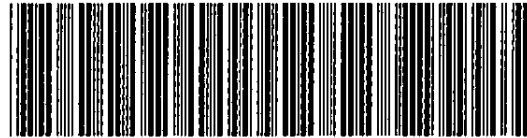
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 03 2012

## COVER LETTER

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

SUBJECT: GIRLS INCORPORATED OF SOUTH FLORIDA  
(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: GAYLE E. CROCKER  
Name (Printed or typed)

8620 SOUTH WEST 12 STREET  
Address

PEMBROKE PINES, FLORIDA 33025  
City, State & Zip

(954) 588-3612  
Daytime Telephone number

MSGCROCKER@GMAIL.COM  
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
of  
GIRLS INCORPORATED OF SOUTH FLORIDA**

The undersigned, acting as incorporation of a non-profit corporation under Chapter 617 of the Corporation act, of the laws of the state of Florida adopts the following Articles of Incorporation for such Non-Profit Corporation:

**ARTICLE I-NAME**

The name of the Corporation is and shall be hereinafter known as:

**ARTICLE II-PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal place of business and mailing address of this corporation shall be 3600 South State Road 7 Suite #238 Miramar, Florida 33023 and the name of its initial registered agent for process at the address shall be Gayle E. Crocker. The principal office and the registered office are the same address. Other offices for the transaction of business may be located wherever the directors may deem necessary or expedient.

**ARTICLE III-PURPOSE**

The period of the duration of this corporation shall be perpetual. The purposes for which this corporation is found and organized are as follows:

Said corporation is organized exclusively for charitable, educational, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization 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 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(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) an organization, contributions to which is deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

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In order to accomplish these objectives and to implement them, the corporation shall also have the power to do each and every one of the following:

(A). To aid, support, maintain or assist by gift, donation or otherwise, established religious, charitable and educational literary or scientific institutions which are qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, or comparable sections of any future Internal Revenue Code, whose objects or purposes include, but are not limited to, any one or more, or all of the following:

- (1). Establishment and operation of Educational, Mentoring and Counseling Programs.
- (2). Advancement of Social Awareness Issues: Substance Abuse, Sex Education and Character Development.
- (3). Advancement of Education: Public, Private, Charter and Home Based. Primary, Elementary, Secondary, Special Education, Gifted Education, Adult Education and Vocational Training
- (4). Instruction or training of the individual for the purpose of developing his/her capabilities. Job Training and Job Placement
- (5). Instruction of the public on subjects useful to the individual and beneficial to the community. (Tutoring, Literacy, Counseling, Teenage Prevention and Intervention)

(B). To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal or mixed by gift, grant, devise, trust instrument, bequest, exchange or otherwise;

(C). To establish, maintain, operate, and control directly or indirectly, an institution of education, offering consultation, correspondence and seminar courses, instruction and training in all fields of secular education;

(D). To establish, maintain, operate and control, an educational institution, counseling center or job placement program to aid corporations or other organizations.

(E). To establish, maintain, operate and control a social services facility that may work with other 501 (c)(3) organizations and/or government to help alleviate problems with gangs, addiction, HIV/Aids sufferers, children and the poor.

(F). To establish, maintain, operate and a control counseling center to work in conjunction with educators, counselors, psychologists and mental health agencies to bring about the personal development and well being of individuals who seek guidance.

(G). To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs of said corporation in the furtherance of the above mentioned purpose(s) and to do any and all other acts and things necessary, convenient or expedient both within and without the premises and both within and without the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and/or property of any nature which the corporation may have, all in the furtherance of the above-mentioned exclusive purpose(s) of said corporation and do any and all other acts and things which may become necessary which are permitted under the laws of the State of Florida and under section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Subject to the limitations provided by law, all corporate powers and purposes shall be exercised by or under authority of: and the business affairs of such corporation shall be managed and conducted by a Board of Directors, the qualifications, manner of election and term of office which may be prescribed by the Bylaws of the corporation.

#### **ARTICLE V – DIRECTORS/OFFICERS**

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as may from time to time be created by the board of Directors. The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as stated in the Bylaws. The names of the Officers and the office they shall hold until the first election shall be:

Gayle E. Crocker/President/Director  
3600 South State Road 7 Suite #238  
Miramar, Florida 33023

John Crocker/Treasurer/Director  
1111 N.W 55<sup>th</sup> Street  
Miami, FL 33127

Beverly Crocker-Johnson/Secretary/Director  
17955 N.W 18<sup>th</sup> Avenue  
Miami, FL 33055

#### **ARTICLE VI – REGISTERED AGENT**

The name and address of the initial registered agent of this corporation shall be:

Gayle E. Crocker  
3600 South State Road 7 Suite #238  
Miramar, Florida 33023

## **ARTICLE VII - INCORPORATOR**

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

Gayle E. Crocker  
3600 South State Road 7 Suite #238  
Miramar, Florida 33023

## **ARTICLE VIII - STOCK AND RESTRICTED ACTIVITIES**

Said corporation is organized exclusively for charitable, educational, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code.

The corporation shall have no stated capital or capital stock. It is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and not for financial gain. No part of the net earnings shall inure to the benefit of any shareholder or individual, and no part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, not intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and any receipts of the corporation in excess of the expense of the conducting and operation thereof shall be applied by the Directors to carry out the purpose(s) of this organization and operation, as they, in their judgment, may deem wise. The corporation shall not engage in any transaction, operation or otherwise which is specifically

No part of the net earning 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 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 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) an organization, contributions to which is 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX- AMMENDMENTS FOR ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose; after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the by-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation as an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE X AMMENDMENTS FOR**

The By-Laws of the corporation may amended from time to time by a majority vote of the Board of Directors at a Meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

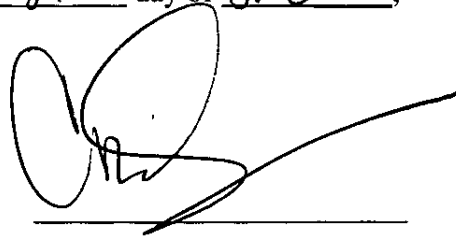
#### **ARTICLE XI – DISSOLUTION AND DISTRIBUTION OF ASSETS**

Upon the 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 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 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 XI**

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hands and affixed their seal on this the 27th day of June, 2012.

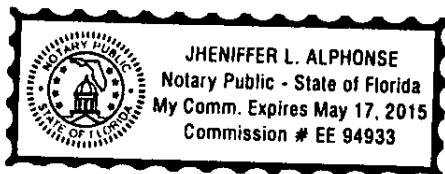


STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 27 day of June, 2012.



  
NOTARY PUBLIC

State of Florida  
at Large



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

Pursuant to the provisions of sections 607,0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designing the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: GIRLS INCORPORATED OF SOUTH FLORIDA
2. The name and address of the registered agent and office is:

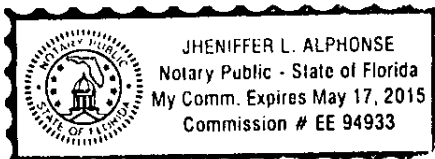
Gayle E. Crocker  
3600 South State Road 7 Suite #238  
Miramar, Florida 33023  
Tel (954) 588 3612

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 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
Gayle E. Crocker, Director

DATE: 6/28/2012

*State of Florida*  
*County of Broward*



*Jheniffer L. Alphonse*  
*my comm exp*  
*5-17-2015*

2012 JUL -2 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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