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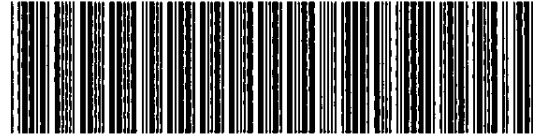
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TALLAHASSEE FLORIDA

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March 18, 2013

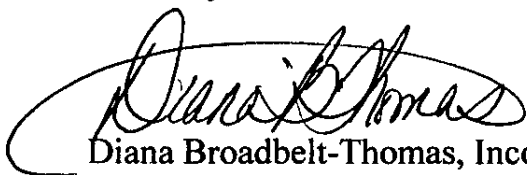
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed, please find an original and one (1) copy of the *Articles of Incorporation* for HEALING HEARTS OUTREACH AND EMPOWERMENT CENTER, INC. and a check for \$87.50 (Eighty seven dollars and Fifty cents) as payment for the Filing Fee, Certified Copy and Certificate of Incorporation.

Please expedite the Certificate of Incorporation to the following address:
Attention: Vera Cornelia Goodrum, 2001 NW 9 Avenue, Apt. 335, Fort Lauderdale, FL 33311.

Sincerely,

A handwritten signature in black ink, appearing to read "Diana Broadbelt-Thomas", written over a horizontal line.

Diana Broadbelt-Thomas, Incorporator

ARTICLES OF INCORPORATION
OF
HEALING HEARTS OUTREACH AND EMPOWERMENT CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the Corporation shall be Healing Hearts Outreach and Empowerment Center, Inc., (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue certificates of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. The corporation is organized exclusively for charitable, religious, and educational purposes, including, to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The specific purpose is to provide referrals and assistance to individuals infected with HIV/AIDS virus, assist them in obtaining resources to improve living conditions and enable them to become self sufficient. To conduct educational workshops on the topic of HIV/AIDS prevention. To distribute healthy living materials and provide healthy living training. To offer Aids Testing conducted by Mobile Community Drives, and work along with agencies to further help these individuals.

To operate a small shelter that provides temporary housing assistance for up to ten (10) people at a time for individuals living with HIV/AIDS.

To render aide to people with HIV/AIDS by providing care and resources, and by linking them with other services that will help them to live longer and healthier lives.

To provide motivational workshops to help individuals feel better about themselves. To provide empowerment classes to empower people to be the best that they can be in spite of their current conditions. To encourage people to move beyond their limitations as much as possible.

To help disadvantaged children by providing or assisting them in obtaining school supplies and Christmas toys.

To help disadvantaged families by conducting a thanksgiving feeding.

To help disadvantaged youth by providing Youth Empowerment Meetings and Workshops.

Section 4.3. The Corporation shall have the power, either directly or indirectly, wither alone on in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

ARTICLE V **LIMITATIONS**

Section 5.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 5.2. No substantial 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5.3. The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent

federal tax laws.

Section 5.5. The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.8. 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) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

DISSOLUTION

Section 6.1. Upon the dissolution of the Corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where 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 VII

MEMBERS

Section 7.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VIII

DIRECTORS

Section 8.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

8.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

8.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

8.1.3. Organization of a subsidiary or affiliate by the Corporation.

8.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 8.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 8.2 and the Bylaws:

NAME	TITLE	ADDRESS
Vera Cornelia Goodrum	President	2001 NW 9 Avenue, Apt. 335 Fort Lauderdale, FL 33311
Deborah Robinson	Secretary	2001 NW 9 Avenue, Apt. 335 Fort Lauderdale, FL 33311
Melanie Moffett	Director	819 NW 3 Street, Apt. 7 Fort Lauderdale, FL 33311
Angel Bless	Director	2001 NW 9 Avenue, Apt. 335 Fort Lauderdale, FL 33311
Brenda Drestili	Treasurer	8296 NW 14 Court Coral Springs, FL 33071
Krystal Johnson	Director	1986 Portland Avenue Tallahassee, FL 32302
Paul Fils-Aime	Director	330 NE 30 th Street, Apt. S Pompano Beach, FL 33064

Section 8.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered. The President shall hold office for a term of (10) years, and may be re-elected for a second term, or until his or her successor is appointed or qualified.

ARTICLE IX
ADDRESS

Section 9.1. The Street Address of the principal office of this corporation in the State of Florida shall be:

2001 NW 9 Avenue, Apt. 335
Fort Lauderdale, FL 33311

The Board may, from time to time, move its principal office in The State of Florida to another place in this State.

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

Section 10.1. The Registered agent and registered office of the Corporation shall be:

Vera Cornelia Goodrum
2001 NW 9 Avenue, Apt. 335
Fort Lauderdale, FL 33311

ARTICLE XI
AMENDMENT

Section 11.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XII
BYLAWS

Section 12.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

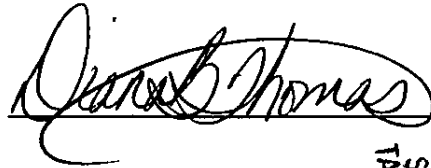
ARTICLE XIII
INCORPORATOR

Section 13.1. The name and address of the Incorporator of this Corporation are as follows:

Diana Broadbelt-Thomas
770 SW 7 Street, B
Pompano Beach, FL 33060

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th Day of March, 2013.

INCORPORATOR



**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

13 MAR 25 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections: HEALING HEARTS OUTREACH AND EMPOWERMENT CENTER, INC. desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named, Vera Cornelia Goodrum, located at 2001 NW 9 Avenue, #335, Fort Lauderdale, FL 33311 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Date March 18, 2013

Registered Agent Vera C. Goodrum