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GUNSTER YOKLEY

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
American Friends of Paradise Children's Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
AMERICAN FRIENDS OF PARADISE CHILDREN'S FOUNDATION, INC.
A Florida Not For Profit Corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: American Friends of Paradise Children's Foundation, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business of the Corporation shall be 3 Bayside Executive Park West Bay Street & Blake Road P.O. Box N-4875 Nassau, The Bahamas. The mailing address of the Corporation shall be 3 Bayside Executive Park West Bay Street & Blake Road P.O. Box N-4875 Nassau, The Bahamas.

ARTICLE III PURPOSES

1. American Friends of Paradise Children's Foundation, Inc. is not-for-profit and is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in

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opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, 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 scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE IV **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V **ELECTION OF DIRECTORS**

The directors of the Corporation shall be elected in the manner set forth in the Corporation's Bylaws.

ARTICLE VI **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VII **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.
One Biscayne Tower
2 South Biscayne Boulevard, Suite 3400
Miami, FL 33131

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ARTICLE VIII **INCORPORATOR**

The name and address of the Incorporator are:

Adi Rappoport
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401



Adi Rappoport, Incorporator

Date: June 3, 2013

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for American Friends of Paradise Children's Foundation, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

GY CORPORATE SERVICES, INC.,

by: 
Michael V. Mitrione, Vice President

Date: June 3, 2013

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