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**FLORIDA PROFIT/NON PROFIT CORPORATION
PRAY FOR KIDS, INC.**

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**ARTICLES OF INCORPORATION
OF
PRAY FOR KIDS, INC.**

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act ("Act"), as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I. NAME

The name of the corporation is:

PRAY FOR KIDS, INC.,

a Florida not for profit corporation

and the principal place of business and mailing address are:

**2901 South Bayshore Drive
Unit #3G
Miami, FL 33133**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The corporation will commence its existence on the date these Articles of Incorporation are filed with the Florida Secretary of State, Division of Corporations.

ARTICLE III. PURPOSE

Said corporation is organized exclusively for 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 the corresponding section for any future federal tax code. This corporation is formed to include, but not be limited to, the following purposes: i) promoting the well-being of children; ii) encouraging prayer for children;

iii) encouraging adults to consider the plight of and act for the benefit of needy children; iv) to seek to determine through research if prayer on a large scale can make a difference in the condition of children; and v) and for any other not for profit activity or business permitted under the laws of the State of Florida. Proceeds from the corporation can only be used for charitable purposes.

ARTICLE IV. DIRECTORS AND MANNER OF ELECTING DIRECTORS

The Board of Directors shall consist of not less than three (3) persons who shall be elected and appointed in accordance with the terms of the Bylaws. The names and street addresses of the initial directors are:

Walter Lieber
3210 Treasure Trove Lane
Miami, FL 33133

Linda Lieber
3210 Treasure Trove Lane
Miami, FL 33133

Michael D. Katz, Esq.
2699 South Bayshore Drive
7th Floor
Miami, FL 33133

ARTICLE V. STOCKHOLDERS/MEMBERS

- A. *No Stockholders.* The corporation is organized upon a non-stock basis.
- B. *No Members.* The corporation shall not have any members.

ARTICLE VI. DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article III hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII. MISCELLANEOUS

- A. *Distribution of Income.* The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- B. *Self-dealing.* The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- C. *Excess Business Holdings.* The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- D. *Investments Jeopardizing Charitable Purpose.* The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

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E. *Taxable Expenditures.* The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2699 S. Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is Corpco, Inc.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Michael D. Katz, Esq.
Katz Barron Squitiero Faust
2699 S. Bayshore Drive
7th Floor
Miami, Florida 33133

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and in the manner provided for in the Bylaws.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by the Act. These Articles may be amended as approved by the majority vote of the board of directors.

ARTICLE XII. DISSOLUTION

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 the

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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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of November, 2013. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155 of the Florida Statutes.


Michael D. Katz, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of PRAY FOR KIDS, INC. in the foregoing Articles of Incorporation, Corpco, Inc. hereby acknowledges that it is familiar with the obligations of a registered agent and agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Michael D. Katz, Esq., President

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