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DIVISION OF CORPORATIONS
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4/15/14

COVER LETTER

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

SUBJECT: YESHUA'S ANGELS, INC

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Diana Ramirez

Name (Printed or typed)

3286 S. Semoran Blvd, Apt. 11

Address

Orlando, FL 32822

City, State & Zip

407-970-3610

Daytime Telephone number

anyweargraphics@live.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
OF
YESHUA'S ANGELS, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 11 PM 3:18

**ARTICLE I
NAME**

The name of the corporation shall be **YESHUA'S ANGELS, INC.**

**ARTICLE II
OFFICES**

Section 1. Address: YESHUA'S ANGELS, INC. physical and mailing address is:
**3286 S Semoran Blvd. Apt 11
Orlando FL 32822**

**ARTICLE III
PURPOSES**

Section 1. Nature of Corporation: YESHUA'S ANGELS, INC. nonprofit corporation formed under the **Chapter 617, Florida Statutes (F.S.)** which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under. 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 of any future federal tax code.

Section 2. Purposes: The specific purpose for which the corporation is organized is: Non-for-profit organization that helps distributing foods, clothing and spiritual guidance in a family environment for the whole community.

This 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 sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control

the affairs and property of the **YESHUA'S ANGELS, INC.**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of no less than 4 (four) members. Directors need not be residents of the State of **FLORIDA**. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

Section 3. Officers/Directors. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

The initial directors of the corporation are:

Diana Ramirez - Orlando, FL
Carlos Rivera - Winter Springs, FL
Benjamin Rodriguez - Orlando, FL

The initial officers of the corporation are:

President: Diana Ramirez - Orlando, FL
Vice-President: Carlos Rivera - Winter Springs, FL
Treasurer: Benjamin Rodriguez- Orlando, FL

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the STATE OF FLORIDA, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, email, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the **YESHUA'S ANGELS, INC.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a

quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the FIRE STARTERS INTERNATIONAL, INC. or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

ARTICLE V PERIOD OF DURATION

The period of duration of YESHUA'S ANGELS, INC. is perpetual.

ARTICLE VI DISSOLUTION OF CORPORATION

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 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.

ARTICLE VII ACTIVITIES

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 Second 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. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE VIII REGULAR COMMITTEES

The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

ARTICLE IX ADVISORY COMMITTEES

The Board of Directors may establish an Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to **YESHUA'S ANGELS, INC.** as the Board of Directors designates.

ARTICLE X OFFICERS

Section 1. Officers. The Officers of **YESHUA'S ANGELS, INC.** shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of **YESHUA'S ANGELS, INC.** shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of **YESHUA'S ANGELS, INC.** would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of **YESHUA'S ANGELS, INC.** and, in general, shall supervise and control all of the business and affairs of **YESHUA'S ANGELS, INC.** He may sign, with the Secretary or any other proper Officer of **YESHUA'S ANGELS, INC.** authorized by

the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of **YESHUA'S ANGELS, INC.**; receive and give receipts for monies due and payable to **YESHUA'S ANGELS, INC.** and deposit all such monies in the name of **YESHUA'S ANGELS, INC.** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE XI CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of **YESHUA'S ANGELS, INC.** to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of **YESHUA'S ANGELS, INC.**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of **YESHUA'S ANGELS, INC.**, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of **YESHUA'S ANGELS, INC.**, shall be signed by such Officer or Officers and/or agent or agents of **YESHUA'S ANGELS, INC.** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of **YESHUA'S ANGELS, INC.** shall be deposited from time to time to the

credit of **YESHUA'S ANGELS, INC.** in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of **YESHUA'S ANGELS, INC.** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of **YESHUA'S ANGELS, INC.** Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of **FLORIDA**, and any other relevant jurisdiction.

ARTICLE XIII BOOKS AND RECORDS

YESHUA'S ANGELS, INC. shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XIV FISCAL YEAR

The fiscal year of **YESHUA'S ANGELS, INC.** shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XV REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

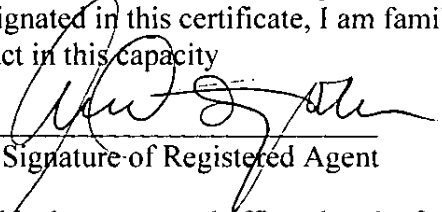
Carlos Rivera
Casa Park Ct. J, Winter Springs, FL 32708

ARTICLE XVI INCORPORATOR

The name and address of the incorporator is:

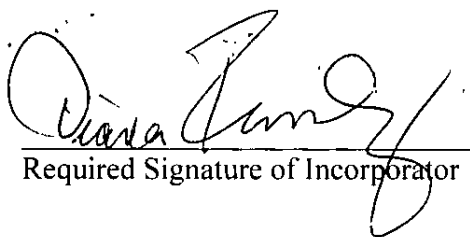
Diana Ramirez
3286 S Semoran Blvd. Apt 11, Orlando FL 32822

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature of Registered Agent

4/9/14
Date

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 for in s.817.155, F.S.


Required Signature of Incorporator

4.9.14
Date