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**Bird, Loechl, Brittain & McCants**

A LIMITED LIABILITY COMPANY ‡

ATTORNEYS AT LAW

1150 MONARCH PLAZA

3414 PEACHTREE ROAD, NORTHEAST

ATLANTA, GEORGIA 30326

(404) 264-9400

WENDELL R. BIRD\*, P.C.  
RICHARD L. BRITTAİN  
KEVIN J. LOECHL\*\*  
JONATHAN T. MCCANTS\*\*\*

MARK P. MILLER\*\*\*\*

TROY G. WOOLLEN, P.C.†\*\*\*\*\*  
THOMAS O. KOTOUČ†\*\*\*\*\*  
RUSSELL P. REACH\*\*\*\*\*

FACSIMILE: (404) 365-9781  
E-MAIL: INFO@BIRDLAWFIRM.COM  
WEB SITE: WWW.BIRDLAWFIRM.COM

\*ALSO ADMITTED IN FLORIDA,  
ALABAMA AND CALIFORNIA  
\*\*ALSO ADMITTED IN ILLINOIS  
\*\*\*ALSO ADMITTED IN MISSISSIPPI  
\*\*\*\*ALSO ADMITTED IN VIRGINIA  
\*\*\*\*\*ALSO ADMITTED IN NEW YORK  
\*\*\*\*\*ALSO ADMITTED IN ALABAMA  
NEBRASKA AND SOUTH CAROLINA  
\*\*\*\*\* (1960-2007)

†OF COUNSEL

‡INCLUDING PROFESSIONAL CORPORATIONS

March 13, 2015

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

**RE: Articles of Organization for Helping Choice, Inc.**

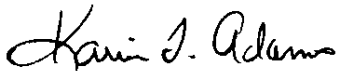
Dear Sir or Madam:

We hope you are doing well.

We enclose the original and one copy of the Articles of Incorporation for Helping Choice, Inc. Please file the original and return a file-stamped copy with the Certificate of Status to us in the enclosed self-addressed envelope. Also enclosed is a check for \$87.50 to cover the filing fee and certificate.

If you have any questions, please contact us at (404) 264-9400. Thank you for your assistance. With kindest regards,

Sincerely,



Karin L. Adams, Paralegal  
Bird, Loechl, Brittain & McCants, LLC

Encls.

## COVER LETTER

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

SUBJECT: Helping Choice, Inc.  
(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: Jonathan T. McCants  
Name (Printed or typed)

3414 Peachtree Rd, NE-#1150  
Address

Atlanta, GA 30326  
City, State & Zip

404-264-9400  
Daytime Telephone number

levi@inceptures.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**

**HELPING CHOICE, INC.**

**A NONPROFIT CORPORATION**

15 MAR 17 PM 4:08  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI

**ARTICLE I. NAME**

The name of the corporation is:

HELPING CHOICE, INC.

**ARTICLE II. INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office shall be 200 S. Biscayne Blvd., Suite 1120, Miami, Florida 33131-2310.

**ARTICLE III. PURPOSES**

The corporation is organized exclusively for charitable, educational, literary, religious, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to (a) encouraging and facilitating generosity and charitable giving and activities, (b) educating the public regarding needs in their communities, (c) providing for relief of the poor or underprivileged, (d) aiding those distressed by emergencies, (e) providing support for projects that further such exempt purposes and the common good, and (f) making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit

corporations, and not prohibited to nonprofit corporations, under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV. DIRECTORS**

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 6. Initial Directors. The initial Board of Directors shall consist of three (3) members, whose names and addresses are:

Levi Pruss  
200 S. Biscayne Blvd.  
Suite 1120  
Miami, FL 33131-2310

Moshe Hankin  
200 S. Biscayne Blvd.  
Suite 1120  
Miami, FL 33131-2310

Zohar Gazit  
200 S. Biscayne Blvd.  
Suite 1120  
Miami, FL 33131-2310

#### **ARTICLE V. INITIAL REGISTERED OFFICE**

The name and street address and county of the initial registered agent and initial registered office of the corporation shall be Levi Pruss, 200 S. Biscayne Blvd., Suite 1120, Miami, Miami-Dade County, Florida 33131-2310.

#### **ARTICLE VI. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

#### **ARTICLE VII. DURATION**

The corporation shall have perpetual duration.

## **ARTICLE VIII. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. No Political Campaigning. 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE IX. NO MEMBERS**

The corporation shall not have members.

## **ARTICLE X. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers

specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE XI. DISSOLUTION**

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at



the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

## **ARTICLE XII. CONTINGENT RESTRICTIONS**

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the

Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in these articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

### **ARTICLE XIII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of an officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in the Florida Not for Profit Corporation Act as amended; (iv) For any transaction from which the officer or director received an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (including the corresponding provisions of any future United States internal revenue law, and not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of officers or directors, then the liability of an officer or director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE XIV. INCORPORATOR(S)**

The name and address of the incorporator(s), who is a citizen(s) of the United States, is:

Jonathan T. McCants  
Bird, Loechl, Brittain & McCants, LLC  
3414 Peachtree Road, N.E. – Suite 1150  
Atlanta, GA 30326

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act. I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

BY: 

Jonathan T. McCants, Incorporator  
Bird, Loechl, Brittain & McCants, LLC  
1150 Monarch Plaza  
3414 Peachtree Road, N.E.  
Atlanta, GA 30326

15 MAR 17 PM 4:08  
SECRETARY OF STATE  
FLORIDA

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HELPING CHOICE, INC.
2. The name and address of the registered agent and office is:

LEVI PRUSS  
200 S. Biscayne Blvd.  
Suite 1120  
Miami, FL 33131-2310

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

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

3/13/15

15 MAR 17 PM 4:08  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE