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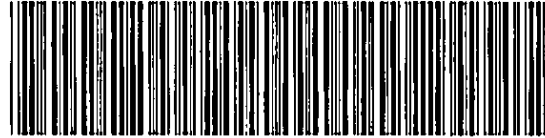
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STATE OF FLORIDA  
DIVISION OF CORPORATION  
18 SEP 25 PM 2:45  
TALLAHASSEE, FLORIDA

K. PAGE  
SEP 26 2018

COVER LETTER

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

SUBJECT: Help Hope & Happiness Incorporated  
(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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

ADDITIONAL COPY REQUIRED

FROM: Stella Ann Gould  
Name (Printed or typed)

3322 33<sup>rd</sup> Way  
Address

West Palm Beach, FL 33407  
City, State & Zip

561-935-7206  
Daytime Telephone number

Stellagould87@gmail.com  
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

TO: Kenya Page

FROM: Stella Gould

Help, Hope & Happiness Inc.

Re: Article I. Corrections

SEP 25 11:11  
INFORMATION SERVICES

Good morning Kenya. I hope this is the correct correction needed.

Feel free to call me @ 201-935-7206 for any additional questions.

Thank you.

SECRETARY OF STATE  
DIVISION OF CORPORATION  
18 SEP 25 PM 2:45  
TALLAHASSEE, FLORIDA

## ARTICLES of INCORPORATION

### ARTICLE I NAME

The name of this corporation shall be Help, Hope & Happiness Inc. The Organization hereafter referred to as non-profit corporation as such under the laws within the meaning of 501 (c) 3 of the Internal Revenue Code of 1986.

### ARTICLE II PRINCIPAL OFFICE

This corporation will be located at 3322 33<sup>rd</sup> Way West Palm Beach, Florida 33407 in the United States of America. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these articles of incorporation opposite this Section, alternatively, this Section may be amended to State the new location.

#### *Limitation to Corporations Locations*

The corporation shall not have any territorial limits unless in specified countries, which are prohibited by the Board of Directors through voting when sufficient cause exists for limitation. These shall not be changed unless permission first has been obtained from the governing bodies of the international associations currently having jurisdiction in such territory. When situation change and new researches are made, the secretary on these articles of incorporation opposite this Section will be noted; alternatively, this Section may be amended to state the new location.

#### *Nationwide Satellite Offices and Centers*

The corporation may from time to time establish such other offices across the nation in the deprived communities as the Board of Directors may designate or as the affairs of the Corporation may require. Any such change of and/or addition of new location around the United States must be noted by the secretary of these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new changes.

#### *International Satellite Offices and Centers*

The corporation may from time to time establish such other international offices outside of the United States of America at such countries or places as the Board of Directors may from time to time determine any such change of and/or addition of new international location around the world must be noted by the secretary on these articles of incorporation opposite this Section; alternatively, this Section may be amended to state the new location.

### ARTICLE III DURATION

The duration of the organization's existence shall be perpetual.

#### **ARTICLE IV            MISSION STATEMENT**

This organization was founded for the purpose of enhancing opportunities for vulnerable and deprived families, immigrants, youth, elderly, and neighborhoods to overcome socio-economic barriers which limit their paths to upgrade their living standards through the developing of strategic services, which increase social, economic, maintaining or gaining human dignity, educational, housing, community growth, youth development, civics, cultural competency/sensitivity and communal well-being of families.

#### **ARTICLE V            PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for charitable purposes. Therefore, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

This organization is a nationwide and international organization, which seeks to enhance the living and working conditions and raise the standards of home life in the United States' rundown communities and other neighborhoods, which are in desperate need around the world. This organization is organized exclusively for charitable, scientific and educational purposes, more specifically, to support, protect, preserve, improve and strengthen vulnerable and deprived communities and families living below the country's poverty guidelines. The organization's main vision is to advance and upgrade the living standards of low-income individuals, at-risk elderly, impoverished rural poor, deprived farm workers, underprivileged individuals who are moving from welfare and into the workplace, disadvantaged families of children with disabilities, needy immigrants, predisposed and at risk youth, disheartened orphans, single parents in need, prison reform initiatives, depressed abused spouses, illiterate youths and families, desperate homeless individuals, vulnerable communities, and destitute neighborhoods through leadership skill development, job placement, emergency assistance services, nutrition/health and fitness, social counseling, public education, legal support, immigration services, substance abuse assistance, shelter assistance and by encouraging participation in communities' building programs.

This organization will work in the cities and rural areas of the United States and other poor nations around the world with communities' leaders using educational tactics and local chapters that plan and implement strategies for changes to optimize better living opportunities in communities throughout the corners of the world. This organization believes that its programs and activities must focus on building broad-based support for issues of human self-esteem, cultural sensitivity, health awareness, education and social justice that includes, but is not limited to issues important to its communities. This organization will intercede as the voice of the unheard people of the forgotten neighborhoods around the world.

#### **ARTICLE VI            CORPORATION STRUCTURES**

The corporation is organized exclusively for charitable and educational purposes, including such purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as now enacted or hereafter corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VII            BY-LAWS**

## **Help, Hope & Happiness, Incorporated**

### **An equal opportunity employer**

This organization shall be governed in accordance with the By-Laws adopted by the Board Members of the organization, and as those By-Laws are amended from time to time by the Members. These By-Laws shall be the internal rules that preside over the day-to-day operations of the corporation, such as when and where the corporation will hold directors' and committees' meetings and what the members and directors' voting requirements shall be. In addition, the By-Laws shall set forth all of the rights and duties of Members and Officers, the financial procedures for the organization, and any requirements regarding meetings, books, records, etc. as may be appropriate in the conduct of the affairs of the organization.

These By-Laws can be and shall only be adopted by the corporation's directors. The By-Laws shall be provided to the Officers who will manage the organization.

The Board Members may pass resolutions not related to endorsements with a vote of two-thirds ( $2/3^{\text{rds}}$ ) of those present and voting at any meeting.

A process to consider the endorsement of the candidates who pass the resolutions must be approved prior to any suggestion of endorsements. If the discussion of an endorsement process is held in the meeting agenda, such process must be approved by at least two-thirds ( $2/3^{\text{rds}}$ ) of those present and voting at any meeting. If the discussion of an endorsement process is brought up from the floor as New Business, such process must be approved by at least two-thirds ( $2/3^{\text{rds}}$ ) of those present and voting at any meeting. Under no circumstances may the Board of Directors consider the endorsement of a member whose objective is to seek self-gains.

The Board Members may suspend specific portions of the By-Laws for purpose of emergency business by a vote of two-thirds ( $2/3^{\text{rds}}$ ) of the membership present at a meeting, unless the item to be suspended calls for a higher qualification. In such case, the percent specified in that portion of the By-Laws shall be required to suspend that text. The motion to suspend shall call out the particular section of the By-Laws proposed to be suspended.

Changes to the constitution and By-Laws not specifically referenced elsewhere must be noticed to the membership at least 72 hours before the vote in question, and must be approved by a majority vote of the organization, or two-thirds ( $2/3^{\text{rds}}$ ) of its officers.

In the event that any provision of the By-Laws shall conflict with any provision of these set Articles of Incorporations, the provision of this Constitution shall control.

## **ARTICLE VIII      EXEMPTION REQUIREMENTS and LIMATIONS**

*At all times the following shall operate as conditions restricting operations and activities*

This organization will be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to proposed purposes.

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

No part of the net earnings of This organization shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This organization shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board Members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE IX           DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No members, officers or Directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE X           COMMITTEES**

Special committees and task forces may be established at the discretion of the President as necessary. The Committee shall actively increase the number of activities and the corporation's involvement in the communities. It shall review new ideas and tactics for future projects, and determine and advise the Executive Board concerning minor community issues needed to be addressed. The committees, which shall consist of the immediate or past officers and communities' valued leaders, such as public relations individuals, peer education specialists, trustees of education and data collectors, shall also be a mixture of communities' students, adults, elderly, youth-and-families and immigrants. There shall be four standing committees – Executive, Community, Personnel and Finance Committees. The Board's Chair shall appoint all committee's chairs. Committee chairs must be Members of the Board. The fashion of establishing committees will be as provided in the By-Laws.

## **Help, Hope & Happiness, Incorporated**

### **An equal opportunity employer**

#### **ARTICLE XI MEMBERS**

The membership of this organization shall be open to those persons, agencies and other organizations meeting the requirements as provided hereinafter by the By-Laws, regardless of age, race religion, gender/sexual preferences, country of origin, or disability. The organization will not tolerate any form of immorality such as racism, being a member of a cult, prejudice and so on. To ensure the safety of each employee, the organization will utilize the 'Don't ask, don't tell' policy to ensure that an individual's preferences are not in conflict with one another's personal inclinations. Members shall carry themselves as role models and maintain proper office etiquette to create a safe working environment.

A member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization. Termination of membership will be as provided in the By-Laws.

#### **ARTICLE XII MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this corporation shall be exercised and governed, its properties controlled, and its affairs conducted by the Board of Directors in accordance with the adopted By-Laws of the organization, and as those By-Laws are amended from time to time by the Members. The Board Officers will manage the organization's rights and duties, which the By-Laws shall set forth. The Board of Directors shall consist of a president and at least one Vice-President, one Secretary and a Treasurer at all times. The nine Board of Directors named in Article XII shall hold office for five years. Prior to the last meeting before the 5<sup>th</sup> year's anniversary of the corporation, an election of Directors shall take place, according to provisions of the By-Laws of the corporation.

The Board Members of the corporation shall elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize Members to elect from time to time. Such officers shall be initially elected, prior to the last fifth year's annual meeting of Members to take place after incorporation, in an election held according to the provisions of the By-Laws of the corporation.

#### **ARTICLE XIII EXECUTIVE DIRECTOR AND STAFF**

The Executive Director is hired by the Board of Directors. The Executive Director shall conduct day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board Members and carry out the duties described in the job description. The Board can designate other duties as necessary.

The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.



## **ARTICLE XIV      MANNER IN WHICH BOARD MEMBERS WILL BE ELECTED**

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the Directors of such meeting. To be eligible for appointment to the Board of Directors, an individual must be over eighteen (18) years of age. Officers shall be elected from among the leaders and qualified members of the organization's communities. At least one of the Board of Directors elected shall be a resident of the State of Michigan and a citizen of the United States. Nomination shall be made by the organization's nominating committees. Each director shall have one vote and such voting may not be done by proxy. A majority of votes, from the Members present, is required for a nominee to be elected. Officers shall be elected accordingly to the individual's characters, ability to perform the organization's jobs, loyalty, legal background, involvement in community, credibility in the community actions, availability to work for the foundation, loyalty to local schools and ability to raise funds. Further Methods of election are as set forth in the By-Laws of this corporation.

The president of the organization by virtue of his office shall be Chairman of the Board of Directors.

A majority of the directors present, even if less than a quorum, may adjourn a meeting and continue it to a later time. Notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman, the President, or the Secretary of the Corporation. Any such resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Members of the Board of Directors for the balance of the year.

A Board Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

## **ARTICLE XV**

## **BOARD of DIRECTORS**

### **NAME of BOARD MEMBER**

### **OFFICE HELD**

Stella Gould

Founder/President

Kasandra Moore

treasury

Shantise Moore

secretary

## **ARTICLE XVI**

## **OFFICERS and ADDRESS**

Stella Gould

3322 33<sup>rd</sup> Way

West Palm Beach, Florida 33407

Kasandra Moore

3710 N. Jog rd. apt #15

West Palm Beach, Florida 33411

Shantise Moore

3849 Bere's Ford rd. West

West Palm Beach, Florida 33417

## **ARTICLE XVI**

## **ARTICLE of QUORUM**

A "quorum" of the board is the required a minimum of thirty percent (30%) of directors who must be present before the board may conduct business. Unless the By-Laws state otherwise, a majority of directors is a quorum. A vacancy on the board does not change the number of directors needed to make the quorum—the board needs at-least thirty percent (30%) of the number of actual Board of Directors to constitute a quorum.

A meeting at which a quorum is initially present may continue to conduct business notwithstanding the withdrawal of directors provided that any action taken is approved by at least a majority of the required quorum for the meeting.

Boards cannot establish quorum at their director meetings by sending a proxy

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting, except as otherwise provided by the Articles of Incorporation or by these By-Laws.

## **ARTICLE XVII      MANNER IN WHICH DIRECTORS WILL BE ELECTED**

The directors to be chosen for the ensuing years shall be chosen at the annual meeting of this organization in the same manner and style as the Board officers of this organization. Directors elected in the first election, and at all times thereafter, shall serve for a term of four years; except that the By-Laws may provide for a different term of office for some of the Directors elected in the first election following incorporation, in order to introduce a system of staggered terms for Directors.

The number of Directors of the corporation shall be no less than three (3) and/or no more than five hundred and one (501); provided, however, that such numbers may be changed by a bylaw duly adopted by the Board Members.

The manners in which the Directors are elected are as follows: to be eligible for appointment to the Board of Directors, an individual must be over eighteen (18) years of age. Methods of election are as set forth in the By-Laws of this corporation.

The Directors shall have the powers to oversee projects of this corporation. Directors shall be elected from among the leaders and qualified members of the corporation's communities. Candidates will submit resume and will be interviewed by the Executive Director. After the interview, the candidates' resume, cover letter, and additional information will be reviewed by the Board Members. Nominations shall be made by the nominating Committee, which shall consist of the immediate or past officers and communities' valued leaders. Each director shall have one vote and such voting may not be done by proxy. A majority of votes, from the Members present, is required for a nominee to be elected as director. The Board Members shall elect the Directors accordingly to the individuals' characters, ability to perform the organization's jobs, loyalty, legal background, involvement in community, credibility in the community actions, availability to work for the corporation, loyalty to local schools and ability to raise funds.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

## ARTICLE XVIII

## ARTICLE of MEETINGS

The corporation shall hold regular quarterly meetings on the third week of December, March, June and September on days, which Board Members may determine from time to time. Notice of each meeting shall be given by main, not less than ten days before the meeting shall be held.

There shall be an annual meeting of the Members, local leaders, education peers, community members and employees to be held on 20th at a time and place fixed by the board or directors for the purpose of celebrating this organization's Anniversary, commemorating the achievements of the staff and officers and conducting any other business which may properly come before the annual meeting. The Secretary shall mail or personally deliver a written notice which states the place, day and time of the annual meeting not less than ten (10) nor more than fifty (50) days prior to the date.

In the absence of the chair, any two officers may call a special meeting. Also a petition signed by ten percent of voting members may call a special meeting.

The Notice of regular or special meetings shall be given at least 24 hours in advance to all active members, in the manner of writing by US mail, e-mail, or telephone messages. Such notices shall include the date, time, and place of the meeting and is calculated to be received at least 24 hours prior to the meeting.

Regular Quarterly meetings shall not be canceled more than 3 times within any calendar year and in no event shall more than 2 regular meetings be canceled in succession.

Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors.

## ARTICLE XIX

## DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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

## ARTICLE XIX

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## ARTICLE XX

## AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors.

## ARTICLE XXI

## EFFECTIVE DATE

IN WITNESS WHEREOF, the undersigned have and chosen this 20<sup>th</sup> day of the month of August as the following day in which these articles should be effective and signed

## ARTICLE XXII

## AGENTS

ACCEPTANCE OF REGISTERED AGENT having been named to accept service of process for Help, Hope & Happiness, Incorporated at the place designated in this certificate, we the undersigned are familiar with and accept the obligations of that position as registered agents and agree to act in this capacity.

Stella Gould

3322 57<sup>th</sup> Way

West Palm Beach, Florida 33407

Stella Gould  
Stella Gould, Agent

August 20, 2018  
Date

ARTICLE XXIII

INCORPORATOR

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation at

3322 33<sup>rd</sup> Way

West Palm Beach, FL. 33407

Stella Gould  
Stella Gould, Incorporator

August 20, 2018  
Date

SECRETARY OF STATE  
DIVISION OF CORPORATION  
18 SEP 25 PM 2:45  
TALLAHASSEE, FLORIDA