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**FLORIDA PROFIT/NON PROFIT CORPORATION
FREE 2 FLY HUMANITARIAN HELP, INC**

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$78.75

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Articles of Incorporation

of

FREE 2 FLY HUMANITARIAN HELP, INC
(Not-for-profit Corporation)

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a Corporation, hereby adopts the following Articles of Incorporation for such Corporation, under the laws of the State of Florida:

■ **ARTICLE 1 – NAME**

The name of the corporation is **FREE 2 FLY HUMANITARIAN HELP, INC**

■ **ARTICLE 2 – ADDRESS**

The principal place of activity of this corporation shall be:

1809 WESTOVER RESERVE BLVD
WINDERMERE, FL 34786
US

The mailing address of this corporation shall be:

1809 WESTOVER RESERVE BLVD
WINDERMERE, FL 34786
US

and the Board of Directors may from time to time move the principal office to any other address in Florida, and notify the Secretary of State.

■ **ARTICLE 3 – COMMENCEMENT OF EXISTENCE**

The date for commencement of the Corporation's existence shall be July 23rd of 2019.

■ **ARTICLE 4 – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

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■ ARTICLE 5 – NATURE OF THE CORPORATION

The Corporation is a non-profit corporation. Upon the dissolution, all of the assets of the Corporation shall be distributed to the State of Florida or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more of the purposes that corporations are exempt under the Florida franchise tax.

■ ARTICLE 6 – GENERAL PURPOSE

The Corporation is organized exclusively for charitable, religious, educational 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(s) of any future federal tax code.

It is the general purpose of this Corporation to minister to guide and support in building churches, schools and publishing books.

■ ARTICLE 7 – SPECIFIC PURPOSES

The specific purposes of **FREE 2 FLY HUMANITARIAN HELP, INC** are:

1. To act with charitable concern to help all people in need, regardless of race, social position, or religious affiliations worldwide;
2. To help, guide and support in building churches, schools and publishing books.

■ ARTICLE 8 – POWERS

Unless otherwise provided in these Articles, the Corporation shall have all of the powers provided in the law. Moreover, the corporation shall have all the implied powers necessary and proper to carry out its express power. The corporation shall have no powers to take any action prohibited by the law.

■ ARTICLE 9 – LIMITS OF POWERS

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Incorporation or State law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not in furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purpose for which the Corporation was organized;
7. Permit any part of the net earnings of the Corporation to inure the benefit of any member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

■ ARTICLE 10 – NO PROFITS OR DIVIDENDS

No part of the net earnings of, **FREE 2 FLY HUMANITARIAN HELP, INC** shall inure to the benefit of, or be distributable to its shareholders, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes set forth in the clause hereof.

■ ARTICLE 11 – BOARD OF DIRECTORS

The affairs of **FREE 2 FLY HUMANITARIAN HELP, INC** both spiritual and secular shall be conducted by the Board of Directors which shall consist of 3 (three) members. The Directors themselves must possess the qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set therein.

Directors, once in office, shall serve as long as they remain members of the ministry unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly minister to the membership and carryout the purposes for which the ministry is organized.

The board of Directors shall be responsible for the maintenance of scriptural discipline within the membership as well as for the maintenance of membership standards. If the Board of Directors, after due examination of all facts and circumstances, decide that a member no longer, fulfills the requirements for membership, the member shall be notified and their membership terminated.

The board of Directors will make an effort to act unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated. If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President of the Ministry.

■ ARTICLE 12 – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

**7901 KINGSPONTE PKWY STE 17
ORLANDO, FL 32819
US**

And the name of its initial registered agent as such address is

**LARSON ACCOUNTING GROUP
C/O: CAROLINE LARSON**

■ ARTICLE 13 – CORPORATE OFFICERS

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:

Marcio da Silva Teixeira

Address: 1809 Westover Reserve Blvd

City, State: Windermere, FL 34786

Country: US

Vice President:

Ulisses Pereira Alves Filho

Address: 7029 Enchanted Lake Dr

City, State: Winter Garden, FL 34787

Country: US

Treasurer:

Serafim Ricardo Ferraz

Address: 12028 Otterbrooke Trl

City, State: Windermere, FL 34786

Country: US

■ ARTICLE 14 – BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the members of the Board Directors are:

President:

Marcio da Silva Teixeira

Address: 1809 Westover Reserve Blvd

City, State: Windermere, FL 34786

Country: US

Vice President:

Ulisses Pereira Alves Filho

Address: 7029 Enchanted Lake Dr

City, State: Winter Garden, FL 34787

Country: US

Treasurer:

Serafim Ricardo Ferraz

Address: 12028 Otterbrooke Trl

City, State: Windermere, FL 34786

Country: US

■ ARTICLE 15 – LIABILITY

A director is not liable to the Corporation or members for monetary damages for an actor omission in direct capacity as director except to the exempt otherwise provided by a Statute of the State of Florida.

■ ARTICLE 16 – INDEMNIFICATION

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

■ ARTICLE 17 – REFERENCES

All references in these Articles of Incorporation to Statutes Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

■ ARTICLE 18 – BY LAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

■ ARTICLE 19 – AMENDMENT

Amendment of the Articles of Incorporation may be amended in the manner provided by law.

■ ARTICLE 20 – INCORPORATOR

The name and address of the person signing these Articles of Incorporation and serving as the incorporator is:

Marcio da Silva Teixeira
Address: 1809 Westover Reserve Blvd
City, State: Windermere, FL 34786
Country: US

■ ARTICLE 21- DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization 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 22- TAX-EXEMPT STATUS FOR CHARITABLE ENTITIES

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the Corporation under the section 501(c)(3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

In Witness Whereof,

The undersigned incorporators executed these Articles of Incorporation, this 23th day of July of 2019.

Marcio Teixeira

Marcio da Silva Teixeira
Incorporator

**Acceptance by
REGISTERED AGENT**

LARSON ACCOUNTING GROUP - C/O: CAROLINE LARSON who has been a bona fide Limited Liability Company of Florida, hereby accepts his appointment as Registered Agent of **FREE 2 FLY HUMANITARIAN HELP, INC.**, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this Corporation in any of the courts of Florida, and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the Corporation.

Orlando, Florida on July 23th, 2019.

Caroline Larson

By: CAROLINE LARSON
LARSON ACCOUNTING GROUP

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