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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

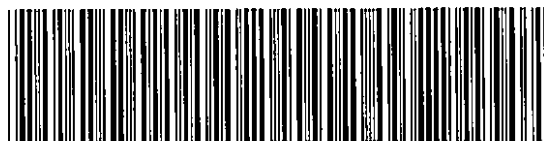
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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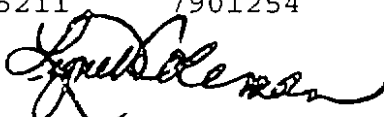
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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 295211 7901254

AUTHORIZATION :



COST LIMIT : \$ 128.75

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ORDER DATE : January 26, 2024

ORDER TIME : 8:46 AM

ORDER NO. : 295211-005

CUSTOMER NO: 7901254  
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DOMESTIC AMENDMENT FILING

NAME: QUEEN OF SHEBA FOUNDATION, INC

EFFECTIVE DATE:

XX ARTICLES OF DOMESTICATION AND INCORPORATION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

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

**SUBJECT:** VISIONS OF PEACE INITIATIVE FOUNDATION INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Cheryl Halpern

Name (printed or typed)

42 Rockledge Drive

Address

Livingston, New Jersey 07039

City, State & Zip

973-454-9955

Daytime Telephone Number

cherylhalpern@gmail.com

E-mail address: (to be used for future annual report notification)

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Cheryl Halpern, President  
(Name) (Title)  
of Queen of Sheba Foundation, Inc. a foreign Corporation  
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 2, 2007
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was District of Columbia
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Queen of Sheba Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Visions of Peace Initiative Foundation Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was 42 Rockledge Drive, Livingston, New Jersey 07039
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Visions of Peace Initiative Foundation Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 25<sup>th</sup> day of JANUARY, 2024.

*Cheryl Halpern*  
(Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION FOR THE  
VISIONS OF PEACE INITIATIVE FOUNDATION INC.**

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby certifies:

**ARTICLE I - NAME**

The name of this corporation shall be the: Visions of Peace Initiative Foundation Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and the mailing address of this Corporation shall be:

Business Address:

42 Rockledge Drive  
Livingston, New Jersey 07039

Mailing Address:

42 Rockledge Drive  
Livingston, New Jersey 07039

**ARTICLE III - PURPOSE**

The Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds for exclusively charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and specifically to (i) provide assistance to individuals in Ethiopia affected by HIV/AIDs, (ii) assisting deserving Ethiopian children further their education, (iii) provide educational and counseling services for children and women in Ethiopia who have suffered from abuse, and (iv) provide healthcare resources and support for underprivileged children and women in Ethiopia.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the Corporation shall also have the power to:

- a. sue and be sued;
- b. make contracts;
- c. receive property by devise or bequest, subject to the laws regulating the transfer of property by will and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- d. act as trustee under any trust whose objects are related to the principal objects of the Corporation, and to receive, hold, administer and expend funds and property subject to such trust;

- e. convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- f. borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of any performance of its obligations; and
- g. do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

#### **ARTICLE IV – RESTRICTIONS ON OPERATIONS**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers 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 these Articles of Incorporation.

2. 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 any candidate for public office.

3. 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; (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

#### **ARTICLE V - TERMINATION AND DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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 VI – CONDITIONAL PRIVATE FOUNDATION PROVISIONS**

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code or the corresponding section of any future United States Internal Revenue law:

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

4. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

5. The Corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

#### **ARTICLE VII - ORGANIZATION**

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Corporation shall be governed by the Board of Directors, whose size shall be governed by the Bylaws of the Corporation but which shall have no less than three directors. The initial Board of Directors shall be comprised of the following directors:

Cheryl Halpern, Director	42 Rockledge Drive Livingston, New Jersey 07039
Alexander Halpern, Director	42 Rockledge Drive Livingston, New Jersey 07039
Dr. Ephraim Isaac, Director	704 Rosedale Avenue Princeton, New Jersey 08540
Yonina Halpern Gomberg, Director	42 Rockledge Drive Livingston, New Jersey 07039

The Board of Directors shall be elected in the manner stated in the Bylaws.

### **ARTICLE VIII - REGISTERED AGENT**

The initial office of this Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at such office shall be the CORPORATION SERVICE COMPANY. This Corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

### **ARTICLE IX - AMENDMENTS**

The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate the Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation. Any such action or amendment to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

### **ARTICLE X - INTERNAL REVENUE CODE PROVISIONS**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida of as now in force or hereafter amended.

### **ARTICLE XI - PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

### **ARTICLE XII - LIABILITY LIMITATION AND INDEMNIFICATION**

The private property of the incorporator(s), directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

Except as required by law, the Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

The Corporation shall, to the extent legally permissible, indemnify each of its present and former Directors, officers, employees and agents and any persons who serve or have served at the Corporation's request as a director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any actual or threatened action, suite or



proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liability to include, but not be limited to, judgments, court costs, attorney fees, the cost of reasonable settlements, and penalties imposed under the Code.

Indemnification will be provided in the event that a settlement or compromise is determined by the Directors and counsel to the Corporation to be in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or an employee benefit plan, as the case may be. A majority of disinterested Directors must have adopted a vote approving such settlement or compromise for indemnification to be effective in this situation. Any person seeking indemnification under this Article shall not vote on the adoption of such vote. If there are not disinterested Directors, a settlement or compromise may be approved for indemnification by the President of the Corporation based upon written opinion by independent counsel that the conditions for the indemnification have been met.

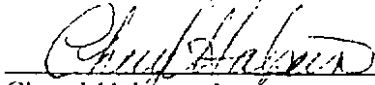
No indemnification, reimbursement or other payment may be made under this Section with respect to penalties imposed under the Code, to the extent such indemnification, reimbursement or other payment would cause the compensation of an Agent to exceed "reasonable compensation," as defined in the Treasury Regulations to the code and as determined by the Compensation Committee, if any. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Compensation Committee.

### **ARTICLE XIII - INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation is Cheryl Halpern, 42 Rockledge Drive, Livingston, New Jersey 07039.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles for the uses and purposes stated therein. The undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned incorporator is 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.

Dated: 1/25/, 2024

  
Cheryl Halpern, Incorporator

**VISIONS OF PEACE INITIATIVE FOUNDATION INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Having been named as registered agent and 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.

By: Alexis Weiland-Sanson, ACP  
Corporation Service Company, Registered Agent

Dated: 01/29/2024

2024

4:21:00