

N 9500000 350

April 27, 1995

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

SUBJECT: DESTINATION OUR CHILDREN FOUNDATION, INC.

I enclose an original and one(1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please forward the certified copy of the articles to the address below.

Leonardo D. Starke
Leonardo D. Starke, Esq.

3340 S.W. 32nd Avenue
Miami, FL 33133
(305) 444-0151

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AUTHORIZATION BY PHONE TO
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FILED
95 MAY 16 PM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

LEONARDO D. STARKE, ESQ.
3340 S.W. 32ND AVENUE
MIAMI, FL 33133

SUBJECT: DESTINATION OUR CHILDREN FOUNDATION, INC.
Ref. Number: W95000009805

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Doc To Sharlight
Computer
Systems, In WA 5-98m

We have received your document for DESTINATION OUR CHILDREN FOUNDATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please list the first name of the officer and director so that we can enter this information into our computer records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 295A00023949

Call again On 5/16/95
Client Called 5/12/95 Asking
Someone else to return another
document

FILED
95 MAY 16 PM 9: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DESTINATION OUR CHILDREN FOUNDATION, INC.

The undersigned, acting as Incorporator to form a corporation not-for profit, pursuant to the provisions of Part I of Chapter 617 of the Florida Statutes, and for those purposes to adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

DESTINATION OUR CHILDREN FOUNDATION, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless dissolved pursuant to Florida law.

ARTICLE III - PURPOSE

1. This not-for-profit corporation is organized and operated exclusively for the following charitable purposes:

To offer extensive educational programs designed to accomplish the following:

To train lower income mothers and teenage mothers concerning the importance of the first five years of a child's life.

To educate and expose all children to the meaning, purpose and practice of education.

To build self esteem, discipline and confidence in children of all race and color, especially those of teenage mothers and lower income families.

2. The Corporation is organized and shall be operated exclusively for purposes which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and the corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of net earnings

of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers; and if it dissolves, the corporation's assets are to be transferred to another charitable organization.

3. The exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE IV - POWERS AND LIMITATIONS OF POWERS

1. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

2. Limitations of Powers: Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article III of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Ms. Panzegna 2430 Brickell Ave., No. 102-A, Miami, FL 33129.

ARTICLE VI - DIRECTORS

1. The Initial Board of Directors shall consist of three(3) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three(3).

2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ms. Panzegna	2430 Brickell Ave., 102-A, Miami, FL 33129
Alvino Monk	139 N.E. 40th St., #9, Miami, FL 33137
Terry Rowe	13384 S.W. 108th Circle, Miami, FL 33186
Janet Morris Chin	11341 S.W. 154 Street, Miami, FL 33157

ARTICLE X - PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 2430 Brickell Ave., #102-A, Miami, FL 33129. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The Initial Registered Agent of this Corporation shall be

Jeffrey E. Lehman, esq.

3. The Initial Registered Office shall be 2699 South Bayshore Dr. 33133

Coconut Grove Fla

Registered agent accepted.

ARTICLE XI - DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, I the undersigned subscribing Incorporator, have hereunto set my hand and seal this 26th day of April, 1995, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

[Signature]
Incorporator

SWORN TO AND SUBSCRIBED before me this 26th day of April, 1995.

Leonardo D. Starke
Notary Public

My Commission Expires:

