

N96000004984

TRANSMITTAL LETTER

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

300001956873
-09/25/96--01083--008
****131.25 ****131.25

SUBJECT: VISIONS WORLDWIDE, 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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Vivek Murthy

Name (Printed or typed)

6446 Mitchell Manor Cir

Address

Miami, FL 33156.

City, State & Zip

305-274-6161

Daytime Telephone number

FILED
96 SEP 25 PM 1:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SEP 26 1996

BSB

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

**ARTICLES OF INCORPORATION
OF
VISIONS WORLDWIDE, INC.**

FILED
96 SEP 25 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be:
VISIONS WORLDWIDE, INC.

which shall stand for Volunteering International Students in Organizing Never-Ending Service.

ARTICLE II

MAILING ADDRESS

The mailing address of the Corporation shall be at 6446 S. Mitchell Manor Cir., Miami FL 33156.

ARTICLE III

PURPOSES

The objectives of the corporation shall be to organize, conduct, and carry out the work of a organization not for profit but for social service. This shall include the areas of education, health care, feeding and clothing the needy, environmental preservation, etc. The goal of the corporation shall be to promote global unity and understanding through service projects and through the establishment of permanent service branches in various nations and communities. The corporation shall also engage in fundraising activities money for the execution of these objectives. Additionally, the corporation has the power to make donations, gifts, loans, or contributions out of its income, assets, or both to or for any and all corporations, organizations, foundations, or institutions anywhere in the world, for educational and charitable purposes, for the care of the homeless, aged, sick, or needy, for men, women, or children, for the improvement of working conditions, for the alleviation of human suffering, and for the providing facilities for long-term social service.

The objectives and activities of the corporation shall be conducted in such a manner that no part of its income or property shall inure to the private benefit of any donor, member, officer, trustee, or individual having private or personal interest in the activity of the corporation.

ARTICLE IV

POWERS

The Corporation shall have the following powers:

1. The Corporation shall have all the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the Corporation, as hereinabove set forth, including, but not limited to, the following:
 - (a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.
 - (b) To sell, convey, or otherwise dispose of any such property and to invest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will

best promote the purposes of the Corporation without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto.

- (c) To do any other act or thing incidental to or connected with the above purpose or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation law.
- 2. No part of the net earnings of the Corporation shall inure to the benefit of the Corporation, or to the benefit of any member, trustee, or officer of said Corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 3. The Corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.
- 4. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal laws.
- 5. The Corporation shall not make any investments in such manners as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.
- 6. The Corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.
- 7. Not with standing any of the provisions of the Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such codes and regulations as they not exist or s they hereafter be amended.
- 8. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended.
- 9. The powers of the Corporation shall be subject to and shall be exercised in accordance with the By-Laws of the Foundation.

ARTICLE V **TERRITORY**

The territory in which the operations of the Corporation are to be conducted shall not be limited to any region or nation.

ARTICLE VI **MEMBERS**

The members of the Corporation shall consist of those persons to be determined by the by-laws o the Corporation.

ARTICLE VII OFFICERS

1. The affairs of the Corporation shall be initially administered by the officers named in these Articles of Incorporation, and any vacancies shall be filled by appointment of the Board of Directors.

2. The officers shall be elected on a bi-annual basis as determined by the by-laws of the Corporation. In order to serve as an officer, an individual must have been a member in good standing for at least two years.

3. The name of the Officers of the Corporation who will serve until their successors are designated either by election or appointment are as follows:

President: Vivek Murthy

Vice-President: Rashmi Murthy

Corresponding Secretary: Krupal Shah

Membership Secretary: Hina Patel

Treasurer: Sheldon Salins

India Operations Manager: Kavita Vashi

Fundraising Chair: Sharmila Murthy

Social/Cultural Chair: Palak Shah

ARTICLE VIII DIRECTORS

1. The affairs of the Corporation shall be managed by a Board consisting of a number of Directors which shall be determined by the by-laws of the Corporation, but shall not be less than three in number. In the absence of determination as to the numbers of members, the Board of Directors shall consist of three (3) Directors.

2. The Directors of the Corporation shall be elected in a manner determined by the by-laws of the Corporation. In order to serve as a Director, a individual must be a full member in good standing for at least five years and must have demonstrated leadership in fundraising, projects, and other major VISIONS activities. Directors may be removed and vacancies on the Board of Directors may be filled in a manner provided by the by-laws.

3. The Directors named herein shall serve until the first election of the Directors of the Corporation, and any vacancies in the number occurring before the first election shall be filled by the remaining Directors.

4. The names of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Vivek Murthy
Rashmi Murthy
Sharmila Murthy

ARTICLE IX INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Corporation, whether or not he/she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in performance of his/her duties; provided that in the event of a settlement, indemnification shall apply only when the board of Directors approved such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, but not exclusive to all other rights to which such Directors or officer may be entitled.

ARTICLE X BY-LAWS

The first by-laws of the Corporation shall be adopted by the President of the Corporation, but may be amended in the following manner:

1. Notice of the subject matter of a proposed amendment must be given to the Board of Directors as well as to the membership if the vote of the latter is needed to pass the amendment.

2. A resolution adopting a proposed amendment maybe proposed either by the Board of Directors, officers, of general membership of a Corporation. Votes of approval or disapproval may be expressed in writing if it is not possible for an individual to attend the meeting at which the proposal is being voted upon. Approval must either be by:

(a) Not less than seventy-five percent (75%) of the entire general full membership and not less than two-thirds of the entire membership of the Board of Directors.

(b) By not less than eighty-five (80%) of the entire membership of the Board of Directors.

3. Provided, however, that no amendment shall be made which is in conflict with the Articles of Incorporation.

ARTICLE XI AMENDMENTS

Amendments of these Articles of Incorporation shall be proposed in adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be given to the Board of Directors as well as to the membership if the vote of the latter is needed to pass the amendment.

2. A resolution adopting a proposed amendment maybe proposed either by the Board of Directors, officers, of general membership of the Corporation. Votes of approval or disapproval may

ARTICLE XII
TERM

The Corporation shall have perpetual existence.

ARTICLE XIII
INCORPORATOR

Name: Vivek H. Murthy

Address: 6446 S. Mitchell Manor Cir.
Miami, FL 33156

ARTICLE XIV
REGISTERED AGENT

The initial registered agent for the Corporation shall be :

Vivek H. Murthy
6446 S. Mitchell Manor Cir.
Miami, FL 33156

ARTICLE XV
INITIAL ADDRESS

The initial address of the Corporation shall be at 6446 S. Mitchell Manor Cir., Miami, FL 33156.

The undersigned Incorporator has executed these articles of Incorporation this 12th day of September, 1996.

Vivek Murthy

Vivek Murthy

be expressed in writing if it is not possible for an individual to attend the meeting at which the proposal is being voted upon. Approval must either be by:

(a) Not less than seventy-five percent (75%) of the entire general full membership and not less than two-thirds of the entire membership of the Board of Directors.

(b) By not less than eighty-five (80%) of the entire membership of the Board of Directors.

ARTICLE XII
TERM

The Corporation shall have perpetual existence.

ARTICLE XIII
INCORPORATOR

Name: Vivek H. Murthy

Address: 6446 S. Mitchell Manor Cir.
Miami, FL 33156

ARTICLE XIV
REGISTERED AGENT

The initial registered agent for the Corporation shall be :

Vivek H. Murthy
6446 S. Mitchell Manor Cir.
Miami, FL 33156

ARTICLE XV
INITIAL ADDRESS

The initial address of the Corporation shall be at 6446 S. Mitchell Manor Cir., Miami, FL 33156.

The undersigned incorporator has executed these articles of Incorporation this _____ day of _____, 19____.

Vivek Murthy

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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.

VISIONS WORLDWIDE INC.

1. The name of the corporation is: _____

(must include suffix)

2. The name and address of the registered agent and office is:

Vivek Murthy

(Name)

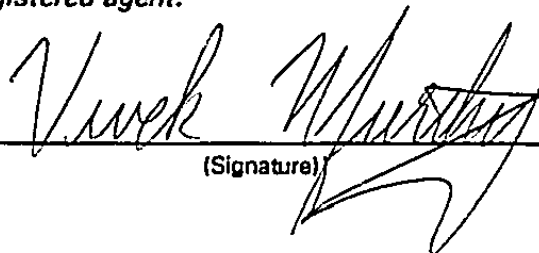
6446 Mitchell Manor Cir,

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Miami, Florida 33156.

(City/State/Zip)

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

9/12/96
(Date)

FILED
26 SEP 25 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA