



ROSENTHAL ROSENTHAL RASCO STOK WOLF  
ATTORNEYS AT LAW

N980000006000

October 16, 1998

STATE OF FLORIDA, SECRETARY OF STATE  
ATTENTION: INCORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

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-10/19/98--01133--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Hand In Hand, Teens Helping Teens, Inc.

Dear Sir/Madam:

Enclosed please find and original and a copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, along with this firm's check payable to your office in the amount of \$78.75 for filing. *cert. of status*

For your convenience, I have enclosed a return Federal Express envelope for your convenience in forwarding a stamped "filed" copy of the Articles to the attention of the undersigned.

While I understand that your offices have a 24 hour turn around, I would truly appreciate any expeditious handling you could afford me in this important matter. Your kind assistance and courtesy in this regard are truly appreciated. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

TAMI L. GRUENDEL  
Paralegal

/tlg

Enclosures

cc: Hand In Hand, Teens Helping Teens, Inc. (via facsimile)

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## ARTICLES OF INCORPORATION

### **HAND IN HAND, TEENS HELPING TEENS, INC., A FLORIDA NOT FOR PROFIT CORPORATION**

#### ARTICLE I

##### CORPORATE NAME

The name of this corporation is HAND IN HAND, TEENS HELPING TEENS, INC., a Florida Not For Profit Corporation, its principal office being located at 5441 Banyan Drive, Coral Gables, Florida 33156.

#### ARTICLE II

##### CORPORATE NATURE

This is a not for profit corporation, organized solely to promote the interests of the Corporation through various general civic, charitable and educational, purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 et. seq. of the Florida Statutes.

#### ARTICLE III

##### DURATION

The term of existence of the corporation is perpetual.

#### ARTICLE IV

##### GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement through various civic, charitable, educational and any other related or corresponding civic purposes by the distribution of its funds for such purposes.

1. To contract for the operation or management of any part of the corporation;
2. To contract for the operation of concessions or events for the benefit of the corporation and its charitable purposes;
3. To advertise and promote within or without the State as to the activities of the corporation;
4. To receive income from various sources, including fees, entrance charges, grants, loans, and/or any other appropriate source determined to be necessary to carry out the

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purposes of the corporation, and to determine the best use of those receipts through preparation of annual budget, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professional advice as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the corporation;

5. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
6. Other provisions of these Articles of Incorporation notwithstanding, this corporation shall not carry on any other activities not permitted to be undertake by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law;
7. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, as may be warranted;
8. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation, provided, however, that the corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the corporation from exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code;
9. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the corporation shall be restricted as follows: no part of the net earnings of the corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the corporation's assets upon dissolution of the corporation.

C. To operate exclusively in any other manner for such civic, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws,

covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than two (2) persons. The initial number of Directors of the corporation shall be four (4), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors shall be members of this corporation and shall maintain residence in Dade County, Florida.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. The manner in which directors are appointed shall be stated in the By-Laws.

The names of the initial members of the Board of Directors are as follows:

Patricia M. Fernandez	5441 Banyan Drive Coral Gables, Florida 33156
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Richard A. Rasco	5441 Banyan Drive Coral Gables, Florida 33156
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Zaba St. George	5441 Banyan Drive Coral Gables, Florida 33156
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## ARTICLE VI

### BY-LAWS OF THE CORPORATION

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this corporation.

## ARTICLE VII

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 Article IV hereof.

B. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VIII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for civic, charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

## ARTICLE X

### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

## ARTICLE XI

### MEMBERSHIP CORPORATION

The corporation is to be organized upon a non-stock certificate of membership basis. Such memberships shall be non-redeemable, non-transferable and non-individual bearing.

## ARTICLE XII

### REGISTERED AGENT AND OFFICE

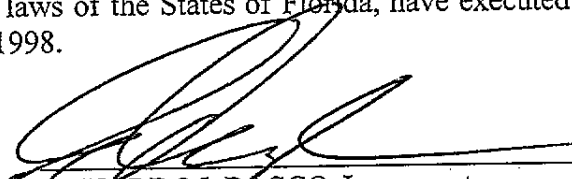
The address of the corporation's registered office and the name of its registered agent at said address shall be Eduardo I. Rasco, Esq., Rosenthal Rosenthal Rasco Stok & Wolf, 2875 Northeast 191 Street, Suite 500, Aventura, Florida 33180.

## ARTICLE XIII

### AMENDMENT OF ARTICLES

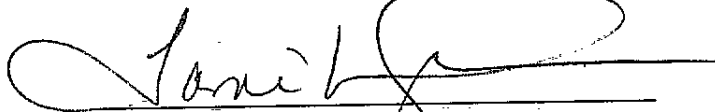
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this not for profit corporation under the laws of the States of Florida, have executed these Articles of Incorporation, this 15 day of October, 1998.

  
EDUARDO I. RASCO, Incorporator

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF DADE       )

This instrument was acknowledged before me this 15 day of October, 1998 by EDUARDO I. RASCO, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My commission expires:



Tami L. Gruendel  
My Commission CC631983  
Expires March 23, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAME  
OF AGENT UPON WHOM SUCH PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 617, Florida Statutes, the following is submitted, in compliance  
with said act:

FIRST: HAND IN HAND, TEENS HELPING TEENS, INC., desiring to organize under the  
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, the  
following location: 5441 Banyan Drive, Coral Gables, Florida 33156, has named the following  
individual at the below address as its agent to accept service of process within this State:

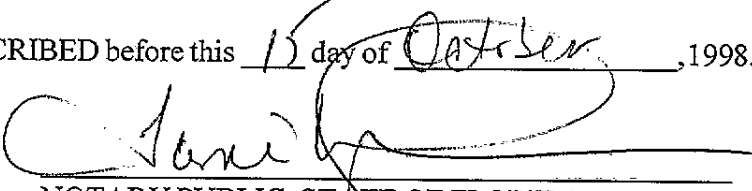
Eduardo I. Rasco, Esq. Rosenthal Rosenthal Rasco Stok & Wolf  
2875 Northeast 191 Street, Suite 500  
Aventura, Florida 33180

ACKNOWLEDGMENT:

Having been named at this time to accept service of process for the above state corporation, at  
the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.

By:   
Registered Agent - Eduardo I. Rasco

SWORN TO AND SUBSCRIBED before this 15 day of October, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Personally Known: ☒

Produced Identification (Type) \_\_\_\_\_

29340\_1.DOC



Fami L. Gruendel  
My Commission CC631963  
Expires March 23, 2001

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