

N99000000178

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 AM 11:03

TRANSMITTAL LETTER

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

200002734252--4  
-01/08/99--01028--005  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: live & HELP live, Inc

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

\$131.25 for Filing Fee, Certified Copy & Certificate

FROM: Rosalind Osgood  
1819 NW 3<sup>rd</sup> Court  
Fort Lauderdale, FL 33311  
(954) 779-2903

D. BROWN JAN 12 1999

# live & HELP live, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 AM 11:03

## Articles/Certificate of Incorporation

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

### ARTICLE I

The name of the corporation shall be "live & HELP live", Incorporated

### ARTICLE II

The place in this state where the principle office of the Corporation is to be located is 1819 NW 3<sup>rd</sup> Court, Fort Lauderdale, FL 33311 in Broward county. The Corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

### ARTICLE III

Said corporation is organized exclusively for educational, religious and scientific purposes.

### ARTICLE IV

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each year.

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors shall be held on the 15<sup>th</sup> day in the month of December in each year beginning with the year 1999, at the hour of 7:00 P.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

**Section 2. Special Meetings.** Special meetings of the board, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors.

**Section 3. Place of Meeting.** The Board of Directors may designate any place, either within or without the state of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting.

**Section 4. Notice of Meeting** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than 10 days before the date of the meeting.

Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its' seal is duly authorized; (d) keep a register of the address of each board member; (e) Sign with the President on documents of disbursement as authorized by the Board of Directors; (f) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 12. Contracts.** The Board of Directors may review any contracts, execution and/or delivery of any instrument in the name of and on the behalf of the Corporation. Contracts will be negotiated by the President.

**Section 13. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

**Section 14. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such a manner, as shall from time to time be determined by resolution of the Board of Directors.

## ARTICLE V

The name and address of the initial registered agent for the corporation is as follows;  
Rosalind Osgood 1819 NW 3<sup>rd</sup> Court, Fort Lauderdale, FL 33311.

## ARTICLE VI

The name and address of the Incorporator to these Articles of Incorporation are:  
Rosalind Osgood 1819 NW 3<sup>rd</sup> Court, Fort Lauderdale, FL 33311.

## ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 fourth in Article 111 hereof.

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 or in opposition to any candidate for public office.

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 tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

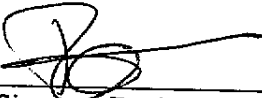
corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose, any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office 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.



Signature Incorporator

12/22/98  
Date

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 am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

12/22/98  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 AM 11:03