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## FLORIDA NON-PROFIT CORPORATION

## HARLEQUIN GROUP, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
HARLEQUIN GROUP, INC.

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The Articles of Incorporation of HARLEQUIN GROUP, INC., hereby  
read:

ARTICLE I. - NAME

The name of this Corporation is HARLEQUIN GROUP, INC.

ARTICLE II. - ENABLING LAW

This Corporation is organized pursuant to the "Not for Profit  
Corporation Act" of the State of Florida, as codified in Chapter  
617 of the Florida Statutes.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this  
corporation is 600 N.W. 35th Avenue, #101, Miami, Florida 33125.  
This corporation, however, may from time to time move the principal  
office to any other address in Florida and shall have the right and  
power to transact business and establish offices within and without  
the State of Florida as may be necessary or convenient.

Article IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - GENERAL NATURE AND PURPOSE

The object and purpose of the corporation shall be to provide  
food, counseling, and other assistance to needy and economically

This document prepared by:  
Bernard P. Coniff, Esq.  
600 West 20 Street  
Hialeah, Florida 33010  
(305) 863-8860, Ext. 334  
(Fl. Bar No. 449301)

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disadvantaged people including, but not limited to, the young, elderly and families.

ARTICLE VI - POWERS

This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a not for profit corporation as defined in Chapter 617 Florida Statutes.

This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 non-profit purposes set forth herein.

Notwithstanding any other provision of these Articles, this 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 of 1986,

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or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE VII - OFFICERS AND DIRECTORS

The officers of this corporation shall be a President, Vice-President, Secretary-Treasurer, and such other officers as may be provided for in the By-Laws. Election and appointment of officers shall be in accordance with the By-Laws. Directors will be elected by members of the corporation in accordance with the By-Laws of the corporation. The method of election or appointment of Directors shall be set forth in the By-Laws.

ARTICLE VIII - MEMBERSHIP

Consideration for membership in this Corporation shall be open to any individual who has a sincere interest in the objectives and purposes of the corporation. Upon receipt by the Board of Directors of a written application or nomination, membership shall be attained after unanimous approval of the existing membership. The authorized number, the different classes of membership, dues, and other obligations, rights and privileges of members and the conditions of termination of membership shall be determined by the Board of Directors to the extent not set forth in the Bylaws of this Corporation.

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ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors may be increased or decreased from time to time as the members may determine.

ARTICLE X - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors, who shall serve until the next election, shall be as listed below:

<u>Names</u>	<u>Addresses</u>
Jeanette P. Suarez	600 N.W. 35 Avenue #101 Miami, Florida 33125
Jeanette L. Padreda	600 N.W. 35 Avenue #101 Miami, Florida 33125
Anne Marie Padreda	600 N.W. 35 Avenue #101 Miami, Florida 33125

ARTICLE XI - DISSOLUTION

This Corporation may be dissolved and its affairs concluded in accordance with the Florida Statutes. All the property and assets of this Corporation are and shall be irrevocably dedicated to the non-profit purposes of the corporation and no part of said property or assets shall ever inure to the benefit of any member, Director or officer or to the benefit of any private individual or entity. Upon dissolution, winding up, or abandonment of the Corporation, provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If

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after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or such assets shall be distributed to an organization being operated for not for profit purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed shall be disposed of by the Circuit Court of 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.

ARTICLE XII - VOTE OF MEMBERS

The vote of members, in accordance with the By-Laws, shall be required to alter, amend, or repeal these Articles of Incorporation.

ARTICLE XIII - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be 600 N.W. 35th Avenue, #101, Miami, Florida 33125, and the initial registered agent of this Corporation at such office shall be Jeanette P. Suarez, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE XIV - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jeanette P. Suarez	600 N.W. 35 Avenue, #101 Miami, Florida 33125

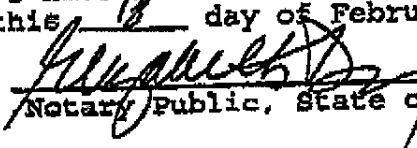
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of February, 1999.

  
\_\_\_\_\_  
Jeanette P. Suarez  
Incorporator

STATE OF FLORIDA )  
                              ) ss:  
COUNTY OF DADE )

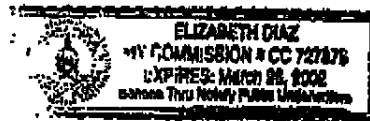
BEFORE ME, the undersigned authority, personally appeared Jeanette P. Suarez, known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the foregoing in the capacity and for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of Office this 10 day of February, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

This document prepared by:  
Bernard P. Coniff, Esq.  
600 West 20 Street  
Hialeah, Florida 33010  
(305) 863-8860, Ext. 334  
(Fl. Bar No. 449301)



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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of HARLEQUIN GROUP, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 617.0505, Florida Statutes.

Date: February 18, 1999

  
\_\_\_\_\_  
Jeanette P. Suarez

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