

N99000001408
TRANSMITTAL LETTER

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

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-03/02/99--01074--011

****131.25 *****87.50

SUBJECT: HUMANI GROUP FOUNDATION 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

ADDITIONAL COPY REQUIRED

FROM: D. DuVal
Name (Printed or typed)

1011 PIZARRO
Address

C.G., FL. 33134
City, State & Zip

(305) 476-0647
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:02

Denise DuVal GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 5 & 15
DATE 3-8-99
DOC. EXAM WJ

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

3-8
WJ

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this Corporation shall be:

HumaniGroup Foundation Inc

ARTICLE TWO

PRINCIPLE OFFICE

The initial street address in the state of Florida, of the initial registered office of the Corporation shall be at: 251 Valencia Avenue - #145364
Coral Gables, Florida 33114

ARTICLE THREE

PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, 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. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would 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 may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Court of Common Pleas of the country 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, which are organized and operated exclusively for such purposes.

ARTICLE FOUR

MANNER OF ELECTION OF DIRECTORS

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE FIVE

INITIAL REGISTERED AGENT and STREET ADDRESS

ADDRESS:	NAME:
251 Valencia Ave - 145364	Elizabeth Ogrodnik
Coral Gables, Fl. 33114	Elizabeth Ogrodnik

I HEREBY AGREE to act as Registered Agent for: HumaniGroup Foundation Inc. and further agree to comply with provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Elizabeth Ogrodnik
(Registered Agent)

ARTICLE SIX

MEMBERSHIP

Membership in this organization will be open to all who qualify under the by-laws of this organization and accepted by the Board of Directors.

ARTICLE SEVEN

MEETINGS

Regular meetings of this organization shall be held at the principal office of the organization.

Special meetings may be called by the president when he deems it for the best interest of the organization. Notices of such meeting will be sent to all members in writing as they appear in the membership roll book at least seven (7) days before the scheduled date set for such special meeting.

ARTICLE EIGHT

VOTING

At all meetings, except for the election of officers and directors, all votes will be by voice. For election of officers, ballots shall be provided and there will not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provide for election of officers and directors.

ARTICLE NINE

ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournments

ARTICLE TEN

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of

(2) members, together with the officers of this organization. At least one of the directors elected will be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year will be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they will serve for a term of one (1) year or as otherwise elected but not to exceed two (2) years at once specific time.

The Board of Directors will have the control and management of the affairs and business of this organization. Such Board of Directors will only act in the name of the organization when it will be regularly convened by its chairman after due notice to all the director of such meeting.

Each director will have one vote and such voting may not be done by proxy.

The board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors will be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office will be Chairman of the Board of Directors.

The Board of Directors will select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Director will adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE ELEVEN

OFFICERS

The President will preside at all membership meetings.

He will by virtue of his office be Chairman of the board of Directors.

He will present at each annual meeting of the organization an annual report of the work of the organization.

He will appoint all committees, temporary or permanent.

He will see all books, reports and certificates required by law are properly kept or filed.

He will be one of the officers who may sign the checks or drafts of the organization.

He will have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

The Secretary will keep the minutes and records of the organization in appropriate books

It will be his duty to file any certificate required by any statute federal or state.

He will give and serve all notices to members of this organization.

He will be the official custodian of the records and seal of this organization.

He will present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He will submit to the Board of Directors any communications which will be addressed to him as Secretary of the organization.

He will attend to all correspondence of the organization and will exercise all duties incident to the office of Secretary.

Officers by virtue of their office be members of the Board of Directors.

No officer will for reason of his office be entitled to receive any salary or compensation, but nothing herein will be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer. Nor will either of the "founders", without express permission of the other, of this organization be authorized to sign any checks issued by the Foundation without the signature of both "founders" for any reason what-so-ever.

ARTICLE TWELVE

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE THIRTEEN

COMMITTEES

All committees of this organization will be appointed by the Board of Directors and their term of officer will be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

ARTICLE FOURTEEN

TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE FIFTEEN
PRINCIPAL DIRECTORS / FOUNDERS

The Manner in which Directors are elected is as stated in the by-laws.

ARTICLE SIXTEEN
AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty percent (50%) of the members.

ARTICLE SEVENTEEN
INCORPORATORS

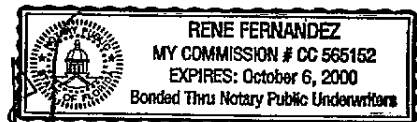
The name and address of the Incorporator of these Articles of Incorporation are:

Denise Du Val

Denise Du Val
Signature/Incorporator

2/19/99
Date:

René Fernandez * Signature in Blue
NOTARY PUBLIC, Signature
Sworn to and subscribed before me this
19 day of February 1999.
(SEAL)



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.

Elizabeth Gradnik
Signature/Registered Agent
NOTARY PUBLIC, Signature
Sworn to and subscribed before me this 19 day
of February 1999.
Signature in Blue

2-19-99
Date



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The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

IN WITNESS THEREOF, the undersigned subscribers do make subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a Corporation for Not-For-Profit under the laws of the State of Florida.