M9900000 2025

TRANSMITTAL LETTER

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

100002822101—7 -03/29/99-50117-004 *****78.75 *****78.75

| SUBJECT: _ Univers | sal Center of Help an | d Charity, Inc. | | |
|---------------------------------------|---|--------------------------------------|--|--------------|
| · · · · · · · · · · · · · · · · · · · | (Proposed corpora | te name - must include suffix |) | |
| Enclosed is an original a | nd one(1) copy of the article | es of incorporation and a | SECTIVE SECTION SECTIO | 99 MAR 29 |
| \$70.00 Filing Fee | \$78.75 Filing Fee & Certificate of Status | △\$78.75 Filing Fee & Certified Copy | \$87.50 Filing Fee, Certified Copy & Certificate | A 9: 09 |
| | | ADDITIONAL COI | PY REQUIRED | |
| FROM: _ | Attorney Mark Kwas Name (Print | ted or typed) | 7 | |
| | 7600 Southland Boulevard, Suite 100 Address | | | |
| | Orlando, Florida 32809 City, State & Zip | | | |
| - | (407) 330-7815 SHARON | | SHARON | APR - 1 1999 |
| | Daytime Telephone number | | | |

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

ARTICLES OF INCORPORATION

OF

Universal Center of Help and Charity, Inc.

A NON-PROFIT CORPORATION

The undersigned incorporators, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Universal Center of Help and Charity, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

1871 Fox Hall Circle. Kissimmee, Florida 34741.

ARTICLE III. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation is:

Sergio de Andrade Neves Lora. 1871 Fox Hall Circle. Kissimmee, Florida 34741.

ARTICLE IV. PURPOSES

The specific purposes for which this corporation is organized are to provide services beneficial to the public interest in the following ways: to educate immigrants with instruction in English at a discounted cost; to provide immigrants and low income people with



low cost legal services, medical services and counseling through participation in referral systems with lawyers, physicians, psychologists, and counselors; to educate immigrants and low income people about their legal rights; and to promote an appreciation in the general community of the cultures of different immigrant groups.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

ARTICLE V. INITIAL DIRECTORS AND ELECTION OF BOARD OF DIRECTORS

The number of initial directors of this corporations is 4. Their names and address are as follows:

Sergio de Andrade Neves Lora 1871 Fox Hall Circle Kissimmee, Florida 34741.

Paulo Fernando Beyer Andrade Neves 1871 Fox Hall Circle Kissimmee, Florida 34741.

Ademario Gomes Nascimento 1825 South Kirkman Road Apartment 1223 Orlando, Florida 32811.

Antonio de Magalhaes Moreira Rua Presidente Antonio Carlos 54 Apt 1004 CP 02002010 Centro Rio de Janeiro, Brazil

There shall be a board of directors consisting of at least three individuals. The initial directors were elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the by-laws.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Sergio de Andrade Neves Lora. 1871 Fox Hall Circle. Kissimmee, Florida 34741.

Paulo Fernando Beyer Andrade Neves 1871 Fox Hall Circle Kissimmee, Florida 34741.

Ademario Gomes Nascimento 1825 South Kirkman Road Apartment 1223 Orlando, Florida 32811.

ARTICLE VII. DURATION

The period of duration of this corporation is perpetual.

ARTICLE VIII. MEMBERS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE IX. LIMITATIONS OF CORPORATE POWERS

The corporate powers of this corporation are as provided in FS Section 617.0302.





ARTICLE X. MISCELLANEOUS PROVISIONS

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and

manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated:

Sergio de Andrade Neves Lora, Incorporator

Paulo Fernando Beyer Andrade Neves, Incorporator

Ademario Gomes Nascimento, Incorporator

Prepared by:

Attorney Mark Kwas Fla. Bar# 0978035 7600 Southland Boulevard Suite 100 Orlando, Florida 32809

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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.

- 1. The name of the corporation is: Universal Center of Help and Charity, Inc.
- 2. The name and address of the initial registered agent and office is:

Sergio de Andrade Neves Lora. 1871 Fox Hall Circle. Kissimmee, Florida 34741.

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:

Sergio de Andrade Neves Lora

Date: 3-24-99

Prepared by:

Attorney Mark Kwas Fla. Bar# 0978035 7600 Southland Boulevard Suite 100 Orlando, Florida 32809 99 MAR 29 AM 9: 09
SECNETARY OF STATE