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CORPORATION(S) NAME

Friends of Children United
Succed, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

Friends of Children United Succeed, Inc.

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Friends of Children United Succeed, Inc.

ARTICLE II

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

4300 N. University Drive, Suite C-100, Lauderhill, FL 33351, with the privilege of having its offices and branch offices at other locations within or outside of the State of Florida.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:

To dedicate itself to the empowerment and safety of America's children by realizing the following:

Article III

- 2 a. To help establish and spotlight National Child's Day with mass media coverage, as an officially recognized day to honor children annually. To focus on our children, on their needs, safety and future achievements. To give our children the same recognition we give to our many celebrated holidays.
- b. To become a clearinghouse of information for individuals and organizations dedicated to the children of this nation and the world.
- c. To help develop comprehensive safety strategies for children, to protect them against mental and physical abuse, and to protect them from predators, and violence.
- d. To put together a team of professionals to create, develop, implement, supervise and evaluate anti violence projects directly targeting our schools environments.
- e. ~~Our~~ group has formed a division called Anti -Violence Alliance (AVA). AVA will utilize a whole variety of solutions to help solve multidimensional problems.

Ours is a non- profit, non-partisan, non- political, and non-denominational organization. We respect all races, religions, and languages. We are pleased to work with everyone and with all of America's children including our children with special needs and challenges. We are dedicated to the goals above and to serve as a strong voice for all America's children. We will work with any agency, organization, group or individual towards the fulfillment of our goals and a better life for each child in the U.S.A., and with an outreach for children around the world, including all nations, creeds, and languages.

Article III
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other 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 Director or 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 carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, disposes 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 charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

2. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE V

The name and street address of the initial registered agent shall be:

DR. JESS STEARN, at his office address of:
4300 N. University Drive, Suite C-100
Lauderhill, Florida 33351

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

MS. LEE RECHTER
4300 N. University Drive, Suite C-100
Lauderhill, Florida 33351

ARTICLE VIIBOARD OF DIRECTORS

The Corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws of the Corporation.

INITIAL DIRECTORS

The names and addresses of the members of the Board of Directors of the Corporation, unless otherwise provided for by the Articles of Incorporation or by the By-laws, who shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and have also qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lee Rechter /	4300 N. University Drive, Suite C100 Lauderhill, FL 33351
Dr. Jess Stearn'	4300 N. University Drive, Suite C100 Lauderhill, FL 33351
Irene Butcher /	C/O YMCA, 1702 Cordova Road Ft. Lauderdale, FL 33316
Dr. Sandra Poirier	3800 Galt Ocean Dr. #2303 Ft. Lauderdale, FL 33308
Susan Ogden	1310 Ave Coruna, Gables By The Sea Coral Gables, FL 33156
Bob Baird /	1020 Bayberry Point Drive Plantation, FL 33324

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ARTICLE VIII

INITIAL OFFICERS

The name and street address of the initial officers of the Corporation and their respective offices to be held, shall be the following:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
Lee Rechter Executive Director	4300 N. University Drive, Suite C100 Lauderhill, FL 33351
Dr. Jess Stearn Administrative Director	4300 N. University Drive, Suite C100 Lauderhill, FL 33351
Irene Butcher Secretary	C/O YMCA, 1702 Cordova Road Ft. Lauderdale, FL 33316
Bob Baird Treasurer	1020 Bayberry Point Drive Plantation, FL 33324

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

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ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of June 1999.

Lee Seatter
INCORPORATOR

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.

First-That FRIENDS OF CHILDREN UNITED SUCCEED, INC. (FOCUS)
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named DR. JESS STEARN
(Name of Registered Agent)
located at 4300 N. University Drive, Suite C-100
(PO Box not Acceptable)
City of Lauderhill, County of Broward
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

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

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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