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Florida Department of State

Division of Corporations

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To:

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From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA NON-PROFIT CORPORATION

contact to help, inc

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

August 24, 1999

EMPIRE**SUBJECT: CONTACT TO HELP, INC.**
REF: W99000019535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Neysa Culligan
Document Specialist**FAX Aud. #: H99000021140**
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ARTICLES OF INCORPORATION

OF

CONTACT TO HELP, INC.

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part 1 of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is: CONTACT TO HELP, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this not-for-profit corporation shall be:

- a) To engage and conduct in any business which is authorized and permitted by the Laws of the State of Florida. Particularly, the fostering of humanitarian projects and donations to the Third World.
- b) To offer seminars and educational meetings to inform residents of the community on safety, maintenance and community beautification projects.
- c) To organize, promote and implement community safety and beautification projects.
- d) To negotiate, lobby and otherwise transact on behalf of its future with domestic and foreign governments that have or may establish jurisdiction over the residents of target country for the interests and betterment of the population of that country.
- e) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the power conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do.
- f) The Corporation is organized and shall be operated exclusively for the purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of Internal Revenue Code of 1954, as amended (hereinafter the "Code" and the regulations thereunder, and not for pecuniary profit or financial gain).

Prepared by:
Manuel L. Crespo, Esq.
2701 Ponce de Leon Blvd., # 302
Coral Gables, FL 33134
FBN 892653

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g) Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III - POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

- a) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- b) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal.
- c) To receive property by gift, devise or bequest, subject to the laws the transfer of property by will or trusts, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.
- e) To conduct any and all fund raising efforts and campaign deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.
- f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the state of Florida, the following limitations of powers apply:

- a) This corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.
- b) No part of the income or principal of the Corporation shall inure to the benefit or be distributed to any member, director, or officer of the corporation, or any other private individual in such fashion as to constitute an application of funds not within

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the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those herein above set forth and within the intent of Section 501(c)(6) of the Code and its Regulations as the same now exists or as they may be hereinafter amended from time to time.

ARTICLE IV. - QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI. - ADDRESS

The initial post office address of this corporation in the State of Florida is:

1240 N.W. 37th Avenue
Miami, Florida 33125

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. - INCORPORATORS & DIRECTORS

The names and addresses of the Incorporators of this Corporation are:

Ezequiel Hernandez
1240 N.W. 37th Avenue
Miami, Florida 33125

This corporation shall have One (1) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject

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and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in or are directors or officers of such other corporation, any director, individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that the firm so interested shall be disclosed or shall be been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS & OFFICERS

NAME

ADDRESS

Ezequiel Hernandez

1240 N.W. 37th Ave. Miami, FL 33125

Yoanis Marquez

6120 S.W. 28th St., Miami, FL 33155

Luis M. Hernandez

5580 S. W. 4th St., Miami, FL 33134

The following officers will hold office initially until their successors are elected and have qualified:

Ezequiel Hernandez

President/C.E.O.

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ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X. - REGISTERED AGENT

The Registered Agent and the Registered Office of this corporation shall be:

MANUEL L. CRESPO, ESQ.
2701 Ponce de Leon Boulevard
Suite 302
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 13 day of August 1999.


Ezequiel Hernandez

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STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared

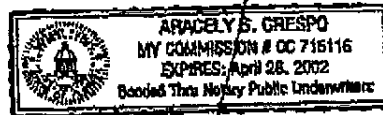
EZEQUIEL HERNANDEZ

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in Dade County, State of Florida this 25th day of August, 1999.

NOTARY PUBLIC, STATE OF FLORIDA
NAME:
COMMISSION NO.:

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That CONTACT TO HELP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation unincorporated County of Dade, State of Florida has named MANUEL L. CRESPO, ESQ. located at 2701 Ponce de León, Suite 302, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


Manuel L. Crespo, Esq.
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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