

N9900005598

ADRIAN CAIN
11664 NW 11 STREET
PEMBROKE PINES, FL 33026

FILED
99 SEP 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 31, 1999

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*****78.75 *****78.75

Corporate Records Bureau
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

FILED
99 SEP 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: BELIZEANS HELPING BELIZEANS, INC.
(corporation not-for-profit)

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation of the above-named corporation.

Our check in the amount of \$78.75 is also enclosed to cover the necessary filing fees and costs. Please return the copy of the Articles to this office after it has been approved and certified.

Thank you for your attention to this matter.

Very truly yours,


Adrian Cain

Enclosures

PH 9/21/99
W99-20950



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 10, 1999

ADRIAN CAIN
11664 NW 11 ST
PEMBROKE PINES, FL 33026

SUBJECT: BELIZEANS HELPING BELIZEANS, INC.
Ref. Number: W99000020950

We have received your document for BELIZEANS HELPING BELIZEANS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 799A00044915

ARTICLES OF INCORPORATION
OF
BELIZEANS HELPING BELIZEANS, INC.
(a corporation not for profit)

FILED
99 SEP 21 PM 2: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: BELIZEANS HELPING BELIZEANS, INC.

ARTICLE II. PURPOSES

A. This Corporation is organized and shall operate exclusively for cultural, charitable, scientific, religious, and educational purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the education of the people of Belize as to the resources and services available to the senior citizens and elderly population of Belize their health care and financial assistance; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the object and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. 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.

E. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, 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 to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE III. MEMBERS

Qualifications of the members and the manner of their admission shall be prescribed in the Bylaws of the Corporation. The Corporation may have two or more classes of members as may be determined under the Bylaws.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. DIRECTORS

This Corporation shall have no more than twenty-five (25) Directors. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected as provided in the Bylaws.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of the members are:

NICOLE CAIN

5498 NW 23 STREET
LAUDERHILL, FL 33313

PHILLIP SMITH

2820 SOMMERSET DR.
BLDG. O, APT 312
LAUDERDALE LAKES, FL 33311

PAUL OSBOURNE

3073 NW 26 STREET
LAUDERDALE LAKES, FL 33311

ARTICLE VI. NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators are as follows:

NICOLE CAIN

5498 NW 23 STREET
LAUDERHILL, FL 33313

PHILLIP SMITH

2820 SOMMERSET DR.
BLDG. O, APT 312
LAUDERDALE LAKES, FL 33311

PAUL OSBOURNE

3073 NW 26 STREET
LAUDERDALE LAKES, FL 33311


ARTICLE VII. NAME AND OFFICE OF REGISTERED AGENT

The name of the registered agent is ADRIAN CAIN, and the address of the registered agent is 11664 NW 11 STREET, PEMBROKE PINES, FL 33026.

IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of Incorporation in Broward County, Florida, this 27 day of August, 1999.


NICOLE CAIN


PHILLIP SMITH


PAUL OSBOURNE

STATE OF FLORIDA

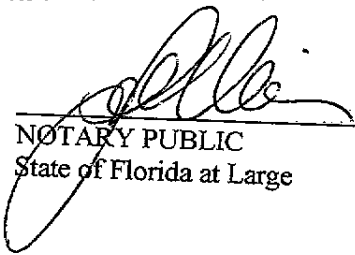
COUNTY OF BROWARD

) SS:
)

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, in Broward County, Florida, personally appeared NICOLE CAIN, PHILLIP SMITH and PAUL OSBOURNE, incorporators, and who are (personally known to me) (~~or who have produced~~ _____ as identification) who are the individuals who executed the foregoing Articles of Incorporation in said capacity as Incorporators and they acknowledged before me that they subscribed to these Articles of Incorporation in such capacity.

WITNESS my hand and official seal in Broward County, Florida, this 27 day of

August, 1999.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
JO ANN RIMMER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC757888
MY COMMISSION EXP. AUG. 1, 2002

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
99 SEP 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

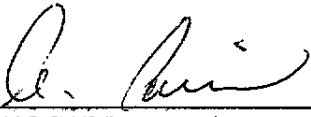
Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said

Act:

BELIZEANS HELPING BELIZEANS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 3073 NW 26 STREET, LAUDERDALE LAKES, FL 33311, has named ADRIAN CAIN, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, such capacity is hereby accepted.



ADRIAN CAIN