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TRANSMITTAL LETTER

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

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-11/01/99-01107-011
*****87.50 *****87.50

SUBJECT: JUS' HALLA, 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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ronald Thomas
Name (Printed or typed)
90 JUS' HALLA, INC.
P.O. BOX 570111
Address

Miami, FL 33257-0111
City, State & Zip

1-800-298-3835
Daytime Telephone number

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

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NOV - 1 AM 9:32
TALLAHASSEE, FLORIDA
JYC 11/3

**ARTICLES OF INCORPORATION
OF
JUS' HALLA, INC.
(A Not-for-Profit Corporation)**

The undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 716 of the Florida Statutes, agree to the following:

ARTICLE I - NAME

The name of the corporation is JUS' HALLA, INC.

ARTICLE II - ADDRESS

The address of the principal office is 12000 S.W. 272nd Terrace, Miami, Florida 33032, with a mailing address of P.O. Box 570111, Miami, Florida 33257-0111.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code").

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, trustee or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for serviced rendered to or for the corporation affecting one or more of its purposes), and no director or officer of this 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 influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on

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behalf of any candidate to public office.

Section 4.2 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4952 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.3 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.4 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.5 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried: (i) 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 (ii) by an organization, contributions to which are deductible under Sections 170(b)(1)(A), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code and said regulations

as they now exist or as they may hereafter be amended.

Section 4.8 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE V - MEMBERS

Section 5.1 Qualification: The only members of the corporation shall be those persons who from time to time are elected to serve as members of the Board of Directors of the corporation in accordance with the terms and provisions of Article VIII of these Articles of Incorporation. However, the Board of Directors, by a majority vote at any meeting, may confer lifetime honorary, non-voting memberships to those persons who, in the judgment of the Board of Directors, have demonstrated an extraordinary interest in the corporation and its objectives and purposes.

Section 5.2 Termination: The membership of any member shall be terminated at such time as the person shall cease to be a member of the Board of Directors of the corporation.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - INCORPORATORS

The name and address of the incorporators is as follows:

<u>Name</u>	<u>Address</u>
Ronald Thomas	c/o Jus' Halla, Inc. P.O. Box 570111 Miami, Florida 33257-0111
Deborah Cleare	1411 N.W. 168 th Terrace Miami, Florida 33169
Betsy Williams	12000 S.W. 272 nd Terrace Miami, Florida 33032

ARTICLE VIII - BOARD OF DIRECTORS

Section 8.1 The business affairs of this corporation shall be managed by the Board of Directors. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws and shall serve until their successors are chosen and qualify.

Section 8.2 The Board of Directors of this corporation shall consist of not less than three (3) persons. The number of Directors may be changed from time to time as provided, but their number may never be less than three (3).

Section 8.3 The name and address of the initial Board of Directors who are to serve as Directors until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Ronald Thomas	c/o Jus' Halla, Inc. P.O. Box 570111 Miami, Florida 33257-0111
Deborah Cleare	1411 N.W. 168 th Terrace Miami, FL 33169

Betsy Williams

12000 S.W. 272nd Terrace
Miami, Florida 33032

ARTICLE IX - BYLAWS

The initial Board of Directors shall adopt Bylaws for the corporation at the organizational meeting of the corporation after the approval of these Articles of Incorporation by the Secretary of State. The power to adopt, amend or repeal Bylaws of the corporation shall be vested in the Board of Directors as provided in the Bylaws.

ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended by the Board of Directors. Such amendments shall be proposed and adopted in the manner provided in the Bylaws of the corporation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12000 S.W. 272nd Terrace, Miami, Florida 33032, and the name of the initial registered agent of this corporation is Betsy Williams.

ARTICLE XII - CONDUCT OF AFFAIRS

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws, including but limited to, provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and members.

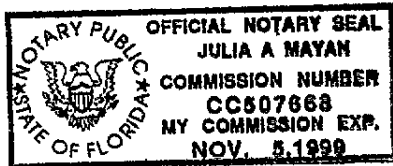
IN WITNESS WHEREOF, for the purpose of forming a corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned constituting the Incorporator of this corporation, has executed these Articles of Incorporation this 27th day of October, 1999.

Ron Thomas

RONALD THOMAS
Incorporator

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of JUS' HALLA, INC., a not-for-profit corporation, pages 1-7 was acknowledged before this 27 day of October, 1999, by RONALD THOMAS, as Incorporator of JUS' HALLA, INC., and he who is personally known by me and/or has produced _____ as identification.



[Signature]
NOTARY PUBLIC STATE OF FLORIDA

NOTARY NAME

COMMISSION EXPIRATION DATE

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for JUS' HALLA, INC., as stated in these Articles of Incorporation.

Dated: October 27, 1999

Betsy Williams
BETSY WILLIAMS
Registered Agent

FILED
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TALLAHASSEE, FLORIDA