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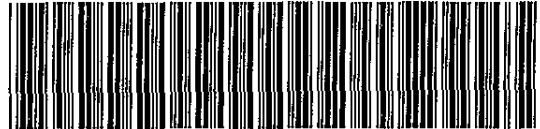
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6/23/03

TRANSMITTAL LETTER

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

SUBJECT: Loretta and Rudy Foundation, 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

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED	

FROM: April E. Rolfe, Esq.
Name (Printed or typed)

15107 N.E. 6th Ave
Address

Miami, FL 33162
City, State & Zip

305 536-6207
Daytime Telephone number

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

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S. (Not for Profit)

I.

The name of this Corporation shall be: **Loretta and Rudy Benevolence Foundation, Inc.** (hereinafter called the "Corporation")

II.

The principal place of business and mailing address of this Corporation shall be: 15107 N.E. 6th Avenue, Miami, Florida 33162.

III.

The period of the duration of the Corporation is perpetual unless dissolved according to law.

IV.

The Corporation is organized and operating for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended. Specifically, the Corporation has a mission to relieve the poor, distressed and underprivileged, and any other activity not contrary to law, which will serve to enhance our mission.

V.

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

VI.

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be no less than three. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

VII.

The initial Board of Directors of the Corporation shall be:

April E. Rolle
15107 N.E. 6th Avenue
Miami, Florida 33162

Jonathan E. Rolle
15107 N.E. 6th Avenue
Miami, Florida 33162

Randolph P. Stafford
1112 General MacArthur Drive
Brentwood, Tennessee 37027

Debrah L. Stafford
1112 General MacArthur Drive
Brentwood, Tennessee 37027

Bo Brown
3419 Somerset Drive
Los Angeles, California 90016

VIII.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IX.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article IV hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

X.

The Board of Directors of the Corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

XI.

The name of the initial registered agent is April E. Rolle. The street address of the Corporation's initial registered office in the State of Florida is: 15107 N.E. 6th Avenue, Miami, Florida 33162.

XII.

The name and address of the sole incorporator is April E. Rolle, 15107 N.E. 6th Avenue, Miami, Florida 33162.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation

On this 23rd day of June, 2003.

April E. Rolle, Esq
April E. Rolle, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

On this 23rd day of June, 2003.

April E. Rolle, Esq
April E. Rolle, Registered Agent

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