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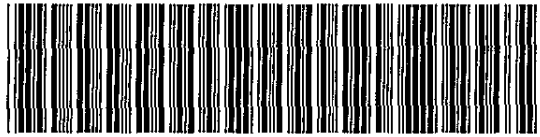
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TALLAHASSEE FLORIDA
DIVISION OF CORPORATION
RECEIVED
03 OCT -2 PM 12:45



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 265092 4133D

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : October 2, 2003

ORDER TIME : 10:50 AM

ORDER NO. : 265092-005

CUSTOMER NO: 4133D

CUSTOMER: Louise J. Allen
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: SHAPE, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 1140

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 2, 2003

CSC

SUBJECT: SHAPE, INC.
Ref. Number: W03000028372

RESUBMIT
RECEIVED
03 OCT 03 AM 9:19
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 903A00054227

ARTICLES OF INCORPORATION

OF

STUDENTS HELPING ACHIEVE PHILANTHROPIC EXCELLENCE, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is STUDENTS HELPING ACHIEVE PHILANTHROPIC EXCELLENCE, INC. (the "Corporation").

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the Corporation, is 2875 N.E. 191 Street, Suite 400, Aventura, Florida 33180.

ARTICLE III

PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to empower high school students by providing leadership experience and developing the skill sets required to develop a philanthropy that can impact the quality of life within a local community.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

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

ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V
MEMBERS

The Corporation shall have no members.

ARTICLE VI
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Joan Papadakis
2875 N.E. 191 Street
Suite 400
Aventura, Florida 33180

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of four (4) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as

the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Mark J. Gordon
2875 N.E. 191 Street, Suite 400
Aventura, Florida 33180

Joan Papadakis
2875 N.E. 191 Street
Suite 400
Aventura, Florida 33180

Nancy Platt
2875 N.E. 191 Street
Suite 400
Aventura, Florida 33180

Stacy Studnik
2875 N.E. 191 Street
Suite 400
Aventura, Florida 33180

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE IX BYLAWS

Section 1. The Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors and the officers, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X
NO PERSONAL LIABILITY

The directors, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon 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, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, 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 III hereof.

ARTICLE XIII
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation is:

Joan Papadakis
2875 N.E. 191 Street
Suite 400
Aventura, Florida 33180

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 30 day of September, 2003 for the purposes of forming this corporation not for profit under the laws of the State of Florida.



JOAN PAPADAKIS

ACKNOWLEDGEMENT OF REGISTERED AGENT

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

Joan Papadakis
JOAN PAPADAKIS, Resident Agent
Dated: 9/30, 2003

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03 OCT -3 PM 12:44
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TALLAHASSEE FLORIDA