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2009 JUL -6 P 2:30
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TALLAHASSEE, FLORIDA

FILED

JUL -7 2009
D. A. WHITE

**ARTICLES OF INCORPORATION
OF
The Andia Wilson James "Keep Fighting Foundation", Inc.
(A Florida Not For Profit Corporation)**

The under signed persons, acting as Incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for such corporation.

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ARTICLE I

The name of the corporation: **The Andia Wilson James "Keep Fighting Foundation", Inc.**
(hereinafter referred to as the "Corporation").

ARTICLE II

Andia Wilson James "Keep Fighting Foundation", Inc. is an organization dedicated to eliminating cancer as a major health problem by preventing cancer, saving lives, and diminishing suffering from cancer, through fund raising research, education, advocacy, and service. Our mission is to provide information and awareness for children, adolescents and adults with cancer and their families, to advocate for their needs, and to support research so every individual survives and leads a long and healthy life.

ARTICLE III

The Directors of this Corporation are to be elected/appointed as set forth in the Bylaws.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI

The principal office of the Corporation and place of business and mailing address is **798 Northwest 55 Street; Miami, Florida 33127**. The name of the initial registered agent is: **Pierre Rutledge**.

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ARTICLE VII

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall not be less than three; provided, however, that such number may be increased from a minimum of three by changing the bylaw duly adopted pursuant to the Bylaws of this Corporation. The Directors named herein as the first Board of Directors shall hold office until the first election of Directors at the Corporation's first annual meeting of members. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at the time and place designated by the Board of Directors. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The name and residential addresses of the persons who are to serve as initial Directors are:

NAME

ADDRESS

Pierre Rutledge

798 Northwest 55 Street; Miami, Florida 33127

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ARTICLE VIII

The Board of Directors shall elect the following officers: President, Treasurer/Secretary, Directors and any such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>OFFICE</u>
Edgerrin James	PRESIDENT
Pierre Rutledge	TREASURER/SECRETARY
Tyrone Williams	DIRECTOR
Edward German, III	DIRECTOR

ARTICLE IX

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following procedures set forth in the Bylaws.

ARTICLE X

No part of the net income or assets of this Corporation shall ever inure to the benefit of the director, officer, or member thereof, or to the benefit of any private individual. Notwithstanding any other provision of these Articles, the Corporation shall not carry on 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 or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

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ARTICLE XI

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote at a time and place determined by the Board of Directors, upon sixty (60) days, written notice to the members, setting forth the proposed amendment or a summary of the changes to be effected. Amendments may be adopted by a vote of the majority of members present.

ARTICLE XIII

The names and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Pierre Rutledge	798 Northwest 55 Street; Miami, Florida 33127

ARTICLE XIV

The Andia Wilson James "Keep Fighting Foundation", Inc. is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the parties has hereunto set his hand this 30th day of June, 2009.

Pierre E Rutledge
Pierre Rutledge

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Pierre Rutledge** to me well known and known to me to be the person(s) described in and who execute the foregoing Articles of Incorporation for the purpose of forming this not for profit charitable corporation under the laws of Florida

The Andia Wilson James "Keep Fighting Foundation", Inc.

and before me he acknowledged his signature to be his free act and deed for the uses and purposes stated herein.

WITNESS MY HAND and official seal at the City of Miami, County of Dade, State of Florida, this day 30 of June, 2009.

Personally Known _____ or Produced Identification

Type of Identification Produced FL. D. LICENSE EXP 11/21/2010

Stanley E Johnson, Jr
NOTARY PUBLIC

My Commission Expires: JUNE 10, 2011



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 provisions of Section 617.0501, Florida Statutes – Not For Profit Corporation Act, the following is submitted, in compliance with said provisions:

First--That **The The Andia Wilson James “Keep Fighting Foundation”, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Miami, County of Dade, State of Florida, has named **Pierre Rutledge** located at 798 Northwest 55 Street (Street address and number of building, Post Office Box address not Acceptable). City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 *Pierre E. Rutledge*
Pierre Rutledge - Resident Agent

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TALLAHASSEE, FLORIDA