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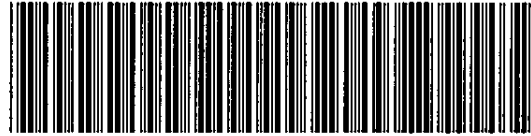
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
5/23

COVER LETTER

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

SUBJECT: The Irie 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

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David Kahan, P.A.
Name (Printed or typed)

3125 W. Commercial Blvd. #100
Address

Fort Lauderdale, FL 33309
City, State & Zip

954-548-3930
Daytime Telephone number

david@dkpalaw.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
THE IRIE FOUNDATION, INC.
(A Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of The Irie Foundation, Inc., a Florida corporation organized under the Florida Not For Profit Corporation Act (the "**Corporation**"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be **The Irie Foundation, Inc.** The address and principal office of the Corporation shall be located at 1410 Sunset Harbor Drive, Unit # 402, Miami Beach, FL 33139.

ARTICLE II
PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"). The charitable purposes which the Corporation will seek to advance are supporting the health and social needs of children in South Florida, focusing on specific issues such as childhood obesity, juvenile diabetes, mental health, terminal illness, education, abuse and mentorship. The Corporation shall also focus on response efforts to tragic events by lending supplies and other forms of aid and support. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III
POWERS

The Corporation shall have the power to: (i) acquire, own, maintain and use its assets for the purposes for which it is organized; (ii) raise funds by any legal means for the encouragement and advancement of its purposes; (iii) acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and (v) undertake and exercise such other powers as are granted to corporations not-for-profit under the Florida Not For Profit Corporation Act, other Florida Statutes and case law.

ARTICLE IV
LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. 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 on by an organization exempt under Code Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE V
DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI
INCORPORATOR

The name of the Incorporator of this Corporation is Ian Grocher, and the address of said Incorporator is 1410 Sunset Harbour Drive, Unit # 402, Miami Beach, FL 33139.

ARTICLE VII
OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as may be provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by

vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII
BOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be five (5). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter Gold	1410 Sunset Harbour Drive, Unit #402 Miami Beach, FL 33139
Felicia Quaning	1410 Sunset Harbour Drive, Unit #402 Miami Beach, FL 33139
Ian Grocher	1410 Sunset Harbour Drive, Unit #402 Miami Beach, FL 33139
Richard Kelly	1410 Sunset Harbour Drive, Unit #402 Miami Beach, FL 33139
Barry Kates	1410 Sunset Harbour Drive, Unit #402 Miami Beach, FL 33139

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the day-to-day management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

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ARTICLE IX
BY-LAWS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

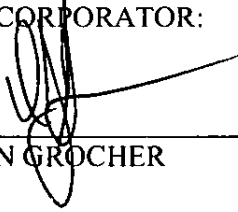
By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1410 Sunset Harbour Drive, Unit # 212, Miami Beach, Florida 33139 and the name of the registered agent of the Corporation at that address is Natalie Matias.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature on these Articles of Incorporation this 10th day of May, 2011.

INCORPORATOR:

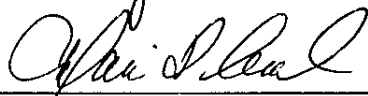


IAN GROCHER

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Ian Grocher, who is personally known to me or who has produced Florida Drivers Lic as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2011.



Notary Public
MARIA D. ESCARDA

NOTARY PUBLIC-STATE OF FLORIDA
Maria D. Escarda
Commission # EE048090
Expires: DEC. 09, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

Typed, printed or stamped name of Notary Public

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, Natalie Matias, hereby accepts the appointment as the registered agent of The Irie Foundation, Inc.

Dated: 5/10/2011



NATALIE MATIAS

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TALLAHASSEE FLORIDA