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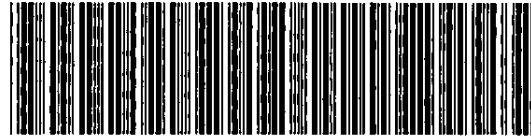
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14 MAR 24 PM 2:55
CLERK OF DISTRICT COURT
JANUARY 1, 1892

MD 3/25

COVER LETTER

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

SUBJECT: ZWM HOPE 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: Mark F. Warzecha, Esq.
Name (Printed or typed)

1990 W. New Haven Ave., Suite 201
Address

Melbourne, Florida 32904
City, State & Zip

(321) 255-2332
Daytime Telephone number

mfw@legalteamusa.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
ZWM HOPE FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent contract, hereby presents these Articles for the formation of a nonprofit corporation in accordance with the laws of the State of Florida.

ARTICLE I. - NAME

The name of this nonprofit corporation is ZWM HOPE FOUNDATION, INC.

ARTICLE II. - PRINCIPAL ADDRESS

The initial post office address of the principal office of this corporation is: 1990 W. New Haven Avenue, Suite 201, Melbourne, Florida 32904.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III. - PURPOSE

The purpose of this nonprofit corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this nonprofit corporation is to benefit children in our community by providing for the specific needs of disabled children and others in need.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, consistent with the purposes set forth in the purpose clauses hereof.

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JANUARY 1, 2014

C. Said corporation is organized exclusively 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 the corresponding section of any future federal tax code.

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 the purpose clauses hereof. The property of this corporation is irrevocably dedicated to charitable, religious, educational, and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in the purpose clauses hereof

Notwithstanding any other provision of this document, this corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed and turned over

to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if

authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

ARTICLE IV. - MANNER OF ELECTION

Directors shall be elected or appointed as set forth in the Bylaws of the corporation.

ARTICLE V. - DIRECTORS

This nonprofit corporation shall have five (5) Directors initially. The names and post office addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Mark F. Warzecha	1990 West New Haven Ave., Suite 201 Melbourne, Florida 32904
G. Philip J. Zies	1990 West New Haven Ave., Suite 201 Melbourne, Florida 32904
Scott D. Widerman	1990 West New Haven Ave., Suite 201 Melbourne, Florida 32904
Mark R. Malek	1990 West New Haven Ave., Suite 201 Melbourne, Florida 32904
Aaron B. Thalwitzer	1990 West New Haven Ave., Suite 201 Melbourne, Florida 32904

The number of Directors may be increased or diminished from time to time, by amendment of the Bylaws, but shall never be less than three (3).

ARTICLE VI. – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
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Mark F. Warzecha

1900 W. New Haven Avenue, Suite 201
Melbourne, Florida 32904

ARTICLE VII. - INCORPORATOR

The name and address of the incorporator of this nonprofit corporation is:

Name

Mark F. Warzecha

Address

1900 W. New Haven Avenue, Suite 201
Melbourne, Florida 32904

ARTICLE VIII. - TERM OF EXISTENCE

This nonprofit corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IX. - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this nonprofit corporation.

ARTICLE XI. - INDEMNIFICATION

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have

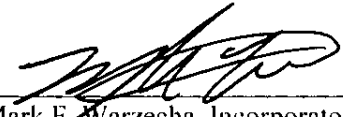
power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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STATE OF FLORIDA

ARTICLE XII. – AMENDMENT

This nonprofit corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, as the same may be amended from time to time.

IN WITNESS WHEREOF, the incorporator hereto has executed these Articles of Incorporation, this 20th day of March, 2014.



Mark F. Warzecha, Incorporator

Acceptance by Registered Agent:

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



Mark F. Warzecha - Registered Agent