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M. LISA PRESLEY  
306 S.W. 2<sup>nd</sup> Court  
Suite 1  
Pompano Beach, FL 33060  
PHONE/FAX: (954) 782-2746

November 15, 1996

FILED  
SECRETARY OF STATE  
NOV 22 1996  
PM 4:06

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-11/22/96--01109--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: NELL E. NOBLE FOUNDATION, INC.

Dear Sir/Madam:

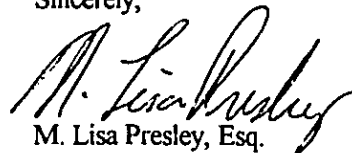
Enclosed for filing are the Articles of Incorporation for the above-referenced Not-for-Profit corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$122.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

  
M. Lisa Presley, Esq.

Enclosures

D. BROWN DEC - 2 1996

ARTICLES OF INCORPORATION  
OF  
NELL E. NOBLE FOUNDATION, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I  
NAME

The name of this corporation is NELL E. NOBLE FOUNDATION, INC.

ARTICLE II  
PURPOSE

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 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III  
EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV  
MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of NELL E. NOBLE FOUNDATION, INC.. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V  
LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, as the Corporation shall not engage in any act of

self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) In the event of dissolution, the residual assets of the organization will be 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, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

(e) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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

#### ARTICLE VI SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Kelly L. O'Brien.

ARTICLE VII  
MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of INSERT NUMBER OF PERSONS, provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Kelly L. O'Brien	1514 S.W. 20 <sup>th</sup> Ave., Ft. Lauderdale, FL 33312
Cindy Pisco	74 Hastings Lane, Boynton Beach, FL 33435
Kim Litchenburger	172 N.E. 20 <sup>th</sup> Lane, Boynton Beach, FL 33435
M. Lisa Presley, Esq.	306 S.W. 2 <sup>nd</sup> Court, #1, Pompano Bch, FL 33060
Lena Heron	57 S.W. 3 <sup>rd</sup> St., Pompano Beach, FL 33060
Nate Hope	8301 N.W. 36 <sup>th</sup> St., Coral Springs, FL 33065

(b) Officers. The Officers of the Corporation shall consist of the President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The present officers are as follows:

President / Secretary      Kelly L. O'Brien  
Vice-President              M. Lisa Presley, Esq.  
Treasurer                  Cindy Pisco

The duties and powers of the Officers shall be as set forth in the By-laws.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 1514 S.W. 20<sup>th</sup> Ave., Ft. Lauderdale, Florida 33312.

The name of the registered agent of this Corporation at the above address is Kelly L. O'Brien.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE IX  
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

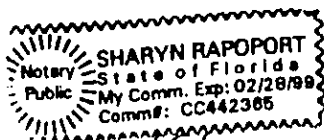
Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

*Kelly O'Brien*  
\_\_\_\_\_  
Kelly L. O'Brien, Subscriber

STATE OF FLORIDA      )  
                                      ) ss.  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Kelly L. O'Brien. She is personally known to me or has produced FLA 0165-513-63-774-8 as identification and did (did not) take an oath and who executed the foregoing Articles of Incorporation of NELL E. NOBLE FOUNDATION, INC., and the acknowledged before me that she subscribed to these Articles of Incorporation.

*Sharyn Rapoport*  
\_\_\_\_\_  
Notary Public



10/18/96

The By-laws were adopted as and for NELL E. NOBLE FOUNDATION, INC., a Florida Non-Profit Corporation, at the Meeting of the Incorporators and ratified by the Board of Voting Directors held on the 16th day of November, 1996.

Kelly O'Brien  
Kelly L. O'Brien, Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

SECRET  
DIVISION  
95 NOV 22 PM 11:06

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That NELL E. NOBLE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1514 S.W. 20th Ave., Ft. Lauderdale, Florida 33312, has named Kelly L. O'Brien, located at 1514 S.W. 20th Ave., Ft. Lauderdale, Florida 33312, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Kelly L. O'Brien  
Kelly L. O'Brien