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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Joan Leslie Nichols Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
JOAN LESLIE NICHOLS FOUNDATION, INC.**

(Under the Florida Not For Profit Corporation Act)

**ARTICLE I**

**NAME**

The name of the corporation is JOAN LESLIE NICHOLS FOUNDATION, INC. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational, or the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code.

**ARTICLE IV  
DIRECTORS**

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner and method of election of directors shall be as specified in the bylaws of the Corporation.

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

Joan Leslie Nichols  
2101 NE 57<sup>th</sup> Street  
Ft. Lauderdale, FL 33308

Valerie Mathews  
1117 Lashley Street  
Longmont, CO 80501

Carol West  
4752 Maple Lane  
Edgewater, FL 32142

Jacwen Jones  
1621 NE 18<sup>th</sup> Avenue  
Ft. Lauderdale, FL 33305

Mary Martin  
110 NE 7<sup>th</sup> Avenue  
Delray Beach, FL 33483

Jane Foley  
2030 NE 56<sup>th</sup> Court  
Ft. Lauderdale, FL 33308

Barbara Bihus  
2148 NE 17<sup>th</sup> Terrace  
Ft. Lauderdale, FL 33305

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# **ARTICLE V** **DISTRIBUTION AND COMPENSATION**

No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, 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 Article III hereof. No part of the assets, income or net earnings of the Corporation shall be used other than for the objects and purposes of the Corporation as set forth herein. The Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

(i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Article III hereof.

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**ARTICLE X**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 2101 NE 57<sup>th</sup> Street, Ft. Lauderdale, FL 33308.

**ARTICLE XI**  
**BEGINNING OF CORPORATE EXISTENCE**

The corporate existence of the Corporation shall begin upon the filing of these Articles of Incorporation.

The undersigned, being the Sole Incorporator of the Corporation, for the purpose of forming this not-for-profit corporation under the laws of Chapter 617 of the Florida Statutes of the State of Florida, has executed these Articles of Incorporation on this 23 day of December, 2008.

  
George D. Karibjanian, Esq.  
Incorporator

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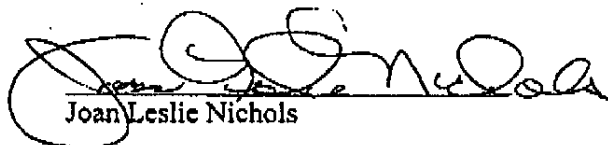
**CERTIFICATION OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is JOAN LESLIE NICHOLS FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Joan Leslie Nichols  
2101 NE 57<sup>th</sup> Street  
Ft. Lauderdale, FL 33308

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Joan Leslie Nichols

Date: December 43 2008

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