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COVER LETTER

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

SUBJECT: THE GEMMA 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: Nicole S. Dandridge, Esq.
Name (Printed or typed)

4150 Hunsaker St., Suite D#120
Address

East Lansing, MI 48823
City, State & Zip

305.401.7638
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The ~~name of the~~ corporation shall be:

The Gemma Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1111 Kane Concourse #310
Bay Harbour Islands, FL 33154

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

to receive or administer funds for the making of distributions exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is a philanthropic family foundation committed to assisting a broad array of groups, organizations and individuals in need, which may include, but are not limited to: rescue missions, hospitals, schools and scholarships.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The organization is a directorship, non-membership organization. Directors are elected or appointed as provided in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Natalie Brod, Director/President
Claudia Brod, Director/Secretary
Steven Hagen, Director/Treasurer
Nicole Gorin, Director/Administrator

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Natalie Brod
1111 Kane Concourse #310
Bay Harbour Islands, FL 33154

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Natalie Brod
1111 Kane Concourse #310
Bay Harbour Islands, FL 33154

****

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

Signature/Registered Agent — Date: 1/13/09

Signature/Incorporator — Date: 1/13/09

Article VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational 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 person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IX

PRIVATE FOUNDATION CHARTER REQUIREMENTS

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X

DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.