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Account Name : LAW OFFICE OF DOUGLAS JOVANOVIC, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

The Leonard Marshall Foundation

Certificate of Status	1
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(6 with coversheet)

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Articles of Incorporation of The Leonard Marshall Foundation, Inc.
a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I

The name of the corporation is The Leonard Marshall Foundation, Inc.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable and educational purposes for children, by the distribution of its funds for those purposes, and particularly for childhood education for underprivileged children by establishing a scholarship for underprivileged children with a 3.0 scholastic achievement as well as being interested in sports. Another purpose of this corporation is to establish a mentor program for high school students to mentor middle school children and also to distribute necessary items to the underprivileged.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(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.

Article IV

The corporation shall have no members other than the persons constituting the board of directors from time to time. The Board of Directors, as it may be constituted at any time, shall be the members of the Corporation and may take any action which is permitted or required to be taken by members of a Corporation not for profit under Florida law by the affirmative vote of a majority of the entire Board, without the necessity of any prior action by the Board which would have otherwise been required by law for such action if there were a separate membership entitled to vote on such action.

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Article V

The street address of the principal office of the corporation is 3650 N. Federal Highway, City of Pompano Beach 33064, County of Broward, State of Florida. The name of its initial registered agent at that address is Dean M. Viskovich.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three and no greater than ten; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Directors named here as the first board of directors shall hold office until the first meeting of directors, to be held on June 1, 2001, at 10:00 a.m., at 3650 N. Federal Highway, Suite 201, Pompano Beach, FL 33064, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of Directors following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the first Monday in June of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
<u>Leonard Marshall</u>	<u>Crystal Pointe, 21756 Marigot Drive, Boca Raton, FL 33428</u>
<u>Michael Kenner</u>	<u>12701 Torbay Drive, Boca Raton, FL 33428</u>
<u>Douglas Jovanovic</u>	<u>17 Southeast 24th Avenue, Pompano Beach, FL 33062</u>
<u>Dean M. Viskovich</u>	<u>3650 N. Federal Highway, Suite 201, Pompano Beach, FL 33064</u>

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Article VII

The name and address of each incorporator are:

Name	Address
<u>Dean M. Viskovich</u>	<u>3650 N. Federal Highway, Suite 201</u> <u>Pompano Beach, FL 33064</u>

Article VIII

The board of directors shall elect the following officers: President, Secretary and Treasurer and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: Leonard Marshall, President, Dean Viskovich, Secretary and Michael Kenner, Treasurer.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to educational and charitable 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, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on June __, 2000.

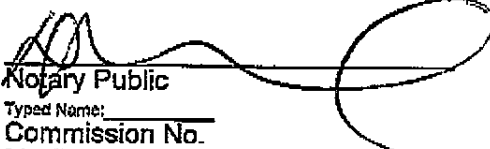

DEAN M. VISKOVICH

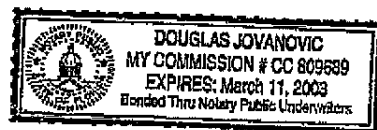
STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was acknowledged before me by DEAN M. VISKOVICH, who is personally known to me or who has produced his Driver's Licenses as Identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 13 day of June, 2000.

(Seal)

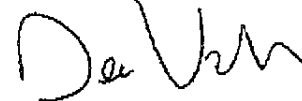

Notary Public
Typed Name: _____
Commission No. _____
My Commission Expires _____



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

IN COMPLIANCE WITH SECTION 48.091, OF THE FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

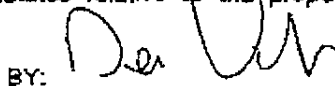
FIRST - That THE LEONARD MARSHALL FOUNDATION, Inc., a Florida not for profit
Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business at CITY OF POMPANO BEACH, STATE OF FLORIDA, has named DEAN M.
VISKOVICH, who is located 3650 N. Federal Highway, Suite 201, Pompano Beach, 33064 State
of Florida, as its agent to accept service of process within Florida.



Dean M. Viskovich, Secretary

Date: June 15, 2000.

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 and complete
performance of my duties.



BY: DEAN M. VISKOVICH

Registered Agent

Date: June 15, 2000.

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TALLAHASSEE, FLORIDA