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~~NON~~
FLORIDA PROFIT CORPORATION OR P.A.
FUND FOR HUMANITY, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 29, 2000

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ARTICLES OF INCORPORATION
OF THE
FUND FOR HUMANITY, INC.

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THE UNDERSIGNED, desiring to form a Corporation not-for-profit pursuant to Chapter 617 of the Florida Statute, the Florida Not-For-Profit Corporation Act ("Act"), as amended, hereby adopts the following Articles of Incorporation for such Corporation.

PREAMBLE

For citizens of any society, there is no more noble endeavor than to constantly strive to elevate the living conditions of their fellow human beings. Indeed, no society can thrive for long without caring for one another.

In this land, we are fortunate to have thousands of nonprofit organizations actively working to improve our lives and those around us. This can be anything from a cure for cancer to improving education to wiping out poverty.

But the increasing cost of maintaining nonprofit facilities or paying salaries to highly capable people, along with the shortage of donated money needed to accomplish their goals, places a constant drain on their ability to function at the highest possible level. The amount of funds received from government support or generous donations is nowhere near enough.

So it is with humble dedication to mankind that we created a unique organization, designed so that people everywhere can join together to give low-cost contributions they can easily afford. This then, becomes the "Fund For Humanity," from which continuous support money will flow to our non-profit organizations across the land.

ARTICLE I
Name

The name of the Corporation shall be FUND FOR HUMANITY, INC., which is hereinafter referred to as the "Corporation."

ARTICLE II
Principal Office

The address of the principal office of the Corporation is 9563 Weldon Circle, #208, Tamarac, Florida 33321.

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ARTICLE III
Period of Duration

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE IV
Purposes, Powers and Limitations

SECTION 1. Purposes

a) The Corporation is, in general, organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Code").

b) The specific or primary purpose of the Corporation will be to provide (disburse) continuous support money to nonprofit organizations from a central trust fund of the Corporation. This is to be done either through direct grants or cooperative programs. Such money may, and is likely to, be in addition to their own fund raising.

c) The nonprofit organizations may include, but are not limited to those who are engaged in any benevolent, educational, philanthropic, humane, scientific, artistic, patriotic, social welfare or advocacy, environmental, conservation, civic or other eleemosynary objective.

d) To maintain a portion of the central fund for natural disasters. This money to be disbursed to responsible disaster relief agencies.

e) The Corporation will endeavor to dispense at least 85 percent of its net adjusted income, with reserves for natural disasters.

f) Specific, coordinated campaigns may be launched in cooperation with States or municipalities (in support of education or other social welfare objectives) or with nonprofit organizations (in support of their own objectives).

Generally, the campaigns will serve a dual purpose: with a predesignated portion of money raised going to them and the balance remaining as part of the central fund. There also may be cooperative campaigns with any club, group or corporation where they may designate a particular nonprofit organization (they favor) as recipient of predesignated amounts of money raised.

In all cooperative campaigns, all money raised and disbursed will be paid into and out of the central fund. The full facilities and fund-raising capabilities of the Corporation will be placed at their disposal without any charge.

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g) No agreements or cooperative programs will be made with any entity which does not endorse the equality of social welfare needs for all people

h) The Corporation will raise most, if not all, money from the public in the form of donations (contributions) made directly to the "Fund For Humanity" central fund. Donation requests will generally be limited to small amounts (such as 420) so the general public can easily afford it.

No donations may be made directly to any individual or other entity, or to Directors, officers or employees of the Corporation. All disbursements for charity will be paid out of the central fund.

i) It shall be within the power of the Corporation to enlist volunteers from the general public who may recommend (sponsor) or influence other persons to support the "Fund For Humanity." As an added inducement to do so, the Corporation may offer limited cash rewards. This shall be strictly voluntary and no additional donations or other money will be required for the public to participate.

In such a cash reward program, all the people who participate in a given campaign period of time (such as one month) will simply be grouped together to share equally in a reward money pool established by the Corporation. The reward pool may be created by simply setting aside up to ten percent (10%) of all donated money that is received during a designated period of time (such as six months). Under no conditions will the total of cash rewards paid out ever exceed ten percent (10%) of the total donated money received by the Corporation.

Because the total amount of donations received during the designated period of time cannot be predicted, the amount of cash rewards (from the reward pool) cannot be fixed at any certain amount. This, and all other rules or limitations of any cash reward program, must be made very clear in all related literature distributed by the Corporation. Requests for donations during a cash reward program will be limited to small amounts (such as \$20).

Since it is in the best fund raising interest of the "Fund For Humanity," employees or anyone affiliated with the servicing of the Corporation (such as a bank) shall be eligible to recommend donors and be part of the cash reward program. However, such persons in this capacity shall strictly adhere to the same rules, limitations, and rewards offered to the general public. They will enjoy no advantages. This will also apply to persons affiliated with nonprofit organizations with whom the Corporation has cooperative fund-raising programs.

SECTION 2: Powers

The Corporation's purpose is herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501© (3) of the Code. To this end the Corporation shall have the following powers:

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a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

b) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

c) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

d) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

SECTION 3. Limitations

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

a) No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of any member, director, or officer of the Corporation; or, to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes; and, accept to the extent that such benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes, no member, 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.

b) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, and which is directly related to the Corporation's charitable purposes.

c) The Corporation shall neither participate in nor intervene in, nor publish or distribute statements on behalf of, or in opposition to, any candidate for public office.

d) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(a), 2522(a) of the Code.

e) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such scientific, educational or

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charitable organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code, or, to one or more of the federal, state or local governments for exclusively public purposes as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for either scientific, educational or charitable purposes, or to such organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V Private Foundation Rules

If the Corporation is determined to be a Private Foundation within the meaning of Section 509 of the Code and is not an Operating Foundation as defined in Section 4942(j)(3) of the Code, then the following provision of this Article V shall apply.

- a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.
- b) The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Code, or corresponding provisions of any later federal tax laws.
- c) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.
- d) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VI Qualifications and Manner of Admission of Members

The Corporation shall have one (1) class of Members. Each Director on the Board of Directors of the Corporation shall be a MEMBER of the Corporation. Each MEMBER shall be entitled to one vote, upon taking office as a Director of the Corporation, admission as a member shall be automatic. The By-Laws of the Corporation shall govern all other matters concerning membership in the Corporation.

ARTICLE VII Board of Directors

1. The affairs and business of the Corporation shall be conducted by its Board of Directors as may be more fully discussed in the By-Laws of the Corporation.

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2. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

3. The names and address of the initial Board of Directors who shall serve until their successors are elected shall be as follows:

| <u>Names</u> | <u>Addresses</u> |
|--------------------|---|
| Larry R. Franklin | 9563 Weldon Circle Tamarac, FL 33321 |
| Herman Gardner | 4100 Galt Ocean Drive Ft. Lauderdale, FL 33308 |
| Neil Pollack | 19976 Mona Circle Boca Raton, FL 33484 |
| Robin L. Plotnick | 1554 Sherwood Rd. Highland Park, IL 60035 |
| Thomas D. Franklin | 239 57 th Court West Des Moines, Iowa |
| Charles Karvwatt | 1150 74 th Ave. Margate, FL 33063 |

4. In the event of a vacancy on the Board of Directors by reason of death, incapacity, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE VIII Officers

1. The Corporation shall have a president, one or more vice-presidents, a secretary, a treasurer and such other officers and/or assistants as the Board of Directors may, from time to time, elect.

2. The officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one(1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office or officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

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3. The names and addresses of the initial officers of the Corporation who shall hold office until the annual meeting of Directors or until successors are duly elected and shall have taken office shall be as follows:

| <u>Officer</u> | <u>Name</u> | <u>Address</u> |
|----------------|-------------------|---|
| President | Larry R. Franklin | 9563 Weldon Circle Tamarac, FL 33321 |
| Secretary | Herman Gardner | 4100 Galt Ocean Drive Ft. Lauderdale, FL 33308 |
| Treasurer | Neil Pollack | 19976 Mona Circle Boca Raton, FL 33484 |

ARTICLE IX By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Except as otherwise provided in these Articles of Incorporation, such By-Laws may be altered, amended or repealed by the Board of Directors.

ARTICLE X Amendments

Except as otherwise provided in these Articles of Incorporation, amendments to these Articles of Incorporation may be adopted only by the Board of Directors pursuant to notice of a meeting whether annual or special, for such purpose. Except as otherwise provided in these Articles of Incorporation, any such amendment must be approved by not less than two-thirds (2/3) of those voting at a meeting at which a quorum is present. Any amendment to these Articles of Incorporation must not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE XI Indemnification of Directors and Officers, Employees and Agents

a) The Corporation hereby indemnifies against liability any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation),

(1) By reason of the fact that such person in his or her capacity as Director, officer, employee or agent of the Corporation, or such person in his or her capacity as director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or

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other proceedings, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation and with respect to any criminal actions or proceedings, had no reasonable ground for belief that such action was unlawful. The termination of any proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court, in which such proceeding was brought, or any other court of competent jurisdiction, determine in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action is unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable, such determination shall be made by majority vote of a committee duly designated by the Board of Directors (Directors who are parties may participate) consisting solely of two or more Directors not parties to such proceeding.

c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII Initial Registered Agent

The street address of the initial registered office of the Corporation shall be 8741 NW 57th Street, Tamarac, Florida 33351.

ARTICLE XIII Incorporator

The name of the incorporator of this Corporation is Larry R. Franklin and the address of said incorporator is 9563 Weldon Circle, #208, Tamarac, Florida 33321.

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ARTICLE XIV

Effective Date

These Articles of Incorporation shall be effective as of the date of filing with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 28 day of September, 2000.

Signature of Incorporator:

Larry R. Franklin

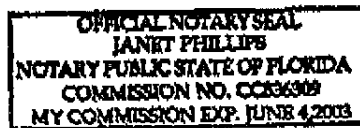
State of Florida)
) SS
County of Broward)

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 Larry R. Franklin, to me known to be the person(s) described as incorporator(s) or who produced identification, i.e. _____

_____ In and who executed the foregoing articles of incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida this 28th day of September, 2000.

My Commission Expires:
June 4, 2003



Janet Phillips
Notary Public - State of Florida

THE UNDERSIGNED, named as the registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment of such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0501.

Janet Phillips
Registered Agent

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