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FLORIDA NON-PROFIT CORPORATION

FACTOR FOUNDATION OF AMERICA, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
FACTOR FOUNDATION OF AMERICA, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be FACTOR FOUNDATION OF AMERICA, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o David B. Madeiros, 951 Shotgun Road, Suite A, Sunrise, Florida 33326-1964.

ARTICLE III

PURPOSE

(a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Michael L. Trop, Esq., Florida Bar No. 152889  
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(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 its purposes set forth herein. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may be amended.

#### ARTICLE IV

##### DIRECTORS

The method of electing directors shall be stated in the bylaws.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent of the Corporation and the street address of the Corporation's initial registered office are David B. Madeiros, 951 Shotgun Road, Suite A, Sunrise, Florida 33326-1964.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator signing these articles is David B. Madeiros, 951 Shotgun Road, Suite A, Sunrise, Florida 33326-1964.

Dated October 13<sup>th</sup>, 2000

  
DAVID B. MADEIROS, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Factor Foundation of America, Inc. I reside in the State of Florida. The address of my business office is 951 Shotgun Road, Suite A, Sunrise, Florida 33326-1964 which is the same address as the Corporation's registered office. I am familiar with and I accept the obligations of the position of registered agent.

Dated October 13<sup>th</sup>, 2000.

  
DAVID B. MADEIROS Registered Agent

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