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Marquette D. Kent

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160

305-940-0069

10/10/00

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Filings Office:

I enclose an original and one copy of the proposed Articles of Incorporation of Foster Children's United Society, Inc.

Please file the Articles of Incorporation and return a Certificate of Incorporation (certified copy) to me at the above address.

A check in the amount of \$78.75, made payable to your office, for total filing, processing fees, and certified copies is enclosed.

Sincerely,

  
Marquette D. Kent, Incorporator

FILED  
00 OCT 16 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gk 10/17

ARTICLES OF INCORPORATION  
OF  
FOSTER CHILDREN'S UNITED SOCIETY, INC.  
A NON-PROFIT CORPORATION

FILED  
00 OCT 16 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

Article I: The name of this corporation is Foster Children's United Society, Inc.

Article II: The principal place of business and mailing address of the corporation:

Foster Children's United Society, Inc.

18090 Collins Ave. #103

Sunny Isles Beach, Fl. 33160

Article III: The specific purposes for which this corporation is organized are to provide charitable and educational assistance to foster children. The means of providing such assistance includes, but is not limited to, maintaining facilities for instruction, lectures, and publishing materials.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

Article IV: The manner in which the directors are elected or appointed shall be as stated in the bylaws. The directors shall be appointed by a majority vote of the current directors. There will be no more than 9 directors at any given time within a term.

Article V: The number of initial directors of this corporations is 3. Their names and address are as follows:

Marquette D. Kent

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160

Peter J. Riedel

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160

James F. Kerbovac

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160

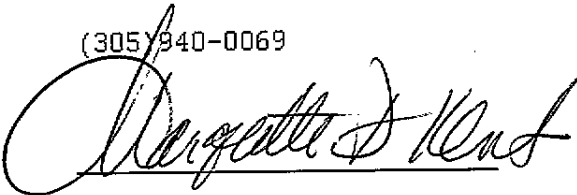
Article VI: The name and address of the registered agent is as follows:

Marquette D. Kent

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160

(305) 940-0069



MARQUETTE D. KENT

00 OCT 16 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

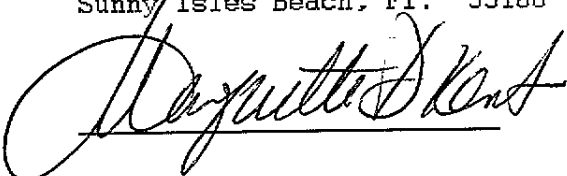
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Article VII: The name and address of the incorporator of this corporation is:

Marquette D. Kent

17090 Collins Ave. #B306

Sunny Isles Beach, Fl. 33160



MARQUETTE D. KENT

Article VIII: The period of duration of this corporation is perpetual.

Article IX: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

Article X: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

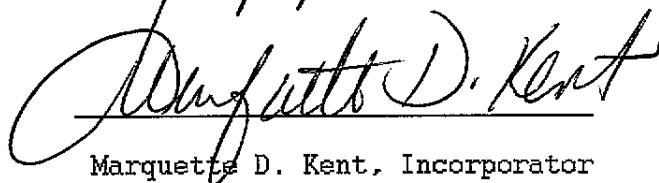
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this 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 (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 10/10/00

  
Marquette D. Kent, Incorporator