

No 1000006782

Requester's Name

Address

SCORPIO Foundation  
5641 Orange Dr  
Ft. Lauderdale, FL 33314

FILED

01 SEP 21 AM 10:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ 10000460441--7  
(Corporation Name) (Document #) -09/21/01--01078--001  
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

CR2E031(7/97)

Examiner's Initials

B. BROWN SEP 25 2001

ARTICLES OF INCORPORATIONS

OF

Scorpio Foundation Corp.

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TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a not for profit corporation under the laws of the State of Florida.

ARTICLE I

The name of the not for profit corporation is

Scorpio Foundation Corp.

ARTICLE II

The initial street address of the principal place of business of the not for profit corporation will be: 141 Royal Palm Way, Palm Beach, FL 33480, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said not for profit corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in and of said places of business.

ARTICLE III

The Scorpio Foundation is a knowledge-based, global foundation with a commitment to enrich and sustain the lives and livelihoods of poor, excluded and unjustifiable victimized people throughout the world.

In order to maximize its resources and leverage the Foundation's strengths, grant making is organized around four thematic lines:

Health and Education Equity and Racial and Gender Equality.

In addition, the Foundation supports programs that are developing or in transition, among them Communication for Social Change, Public/Private Partnerships and Global Philanthropy.

#### ARTICLE IV

The manner in which the directors are elected are as follows:  
Methods of election are as set forth in the By-Laws of this not for profit corporation.

#### ARTICLE V

The not for profit corporation shall have seven directors initially who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the corporations existence, or until her successor is elected and shall have qualified, and whose name and address is as follows:

Dr. Scorpio, Charles, 141 Royal Palm Way, Palm Beach, FL 33480	President
Scorpio, Donna, 141 Royal Palm Way, Palm Beach, FL 33480	V-P, Treasurer
Zeretzke, Karl, 141 Royal Palm Way, Palm Beach, FL 33480	V-P
Zeretzke, Wanda, 141 Royal Palm Way, Palm Beach, FL 33480	V-P, Secretary
Zeretzke, Alfred, 141 Royal Palm Way, Palm Beach, FL 33480	V-P
Henry, Cletus, 141 Royal Palm Way, Palm Beach, FL 33480	V-P
Henry, Catherine, 141 Royal Palm Way, Palm Beach, FL 33480	V-P

#### ARTICLE VI

The name and post office address of the initial registered agent for service of process within this state shall be:  
Charles Scorpio, 5641 Orange Drive, Ft. Lauderdale, FL 33314.

#### ARTICLE VII

The corporate powers of this not for profit corporation are as provided in section 617.0302, Florida Statutes, subject to the following limitations:

No part of the net earnings of the corporation shall inure to the benefit of any private individual. No substantial part of its' activities will be carrying out propaganda or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon dissolution, all assets of the corporation will be distributed to organizations exempt under Internal Revenue Code section 501 (c) (3). Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE VIII

The business of the not for profit corporation shall be conducted by a Board of Directors, which shall consist of one or more members, as the same may be provided by the By-Laws of the corporation, and by the following officers, to wit: a President and such other officers as the Board of Directors may elect.

### ARTICLE X

The name and street address of the subscriber to the Articles of Incorporation is: Dr. Charles Scorpio, 141 Royal Palm Way, Palm Beach, FL 33480

### ARTICLE XI

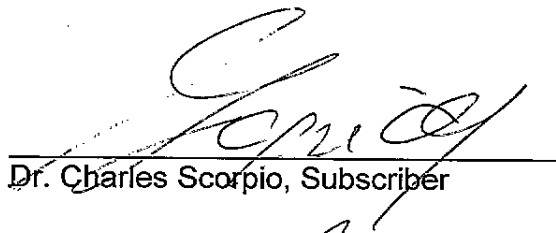
The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida of these Articles of Incorporation.

Any contract or other transaction between the not for profit corporation and any one or more of its directors, or between the not for profit corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the not for profit corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the not for profit corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

The not for profit corporation shall indemnify each director and officer of the not for profit corporation against all or any portion or any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an officer or director of the not for profit corporation (whether or not he continues to be an officer or director of the not for profit corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the not for profit corporation itself) made with the view to

curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the not for profit corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such director or officer. The not for profit corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, nor in respect of any matter on any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might be reasonable incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the not for profit corporation to indemnify any such director or officer against any liability to the not for profit corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 9<sup>th</sup> day of September 2001.

  
Dr. Charles Scorpio, Subscriber



STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared Dr. Charles Scorpio, to me well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in the count and state named above this 19<sup>th</sup> day of September 2001.


STATE OF FLORIDA

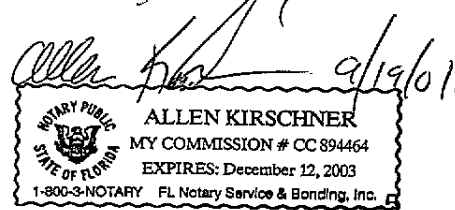
Certificate Designating an Office, Place of Business or Domicile for the Service of Process within this State and Naming Registered Agent upon Whom Process May Be Served.

In pursuance of Section 48.091, Florida Statutes, the undersigned hereby certifies:

That Scorpio Foundation Corp., a corporation duly organized under the laws of the State of Florida, with its principal place of business at the City of Ft. Lauderdale, County of Broward, State of Florida, 33314, has designated and established 5641 Orange Drive, and names as its Registered agent thereat upon whom process may be served, Dr. Charles Scorpio, over the age of eighteen (18) and a resident of the State of Florida.

In Witness Whereof the undersigned corporation has caused this certificate to be signed in its corporate name by its duly authorized officer.

  
Dr. Charles Scorpio, Subscriber



The undersigned, having been designated a Registered Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as such Registered Agent for said corporation.

In Witness whereof I set my hand this 19<sup>th</sup> day of September 2001.

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TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Dr. Charles Scorpio, Registered Agent

