

Division of Corporations

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NO 10000006958

Florida Department of State

Division of Corporations
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To:

Division of Corporations
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From:

Account Name : ADORNO & ZEDER, P.A.
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 858-4777**FLORIDA NON-PROFIT CORPORATION**

Once Upon A Tree Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
ONCE UPON A TREE FOUNDATION, INC.
(a corporation not for profit)

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EFFECTIVE DATE
10-01-01

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

Article I-Name

The name of this corporation is Once Upon A Tree Foundation, Inc. (the "Corporation").

Article II-Principal Office

The principal place of business and mailing address of the Corporation is:

2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
Attention: Henry N. Adorno, Esq.

Article III-Purpose

(1) This Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America and which constitute activities in furtherance of such exempt purposes. In furtherance

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of such purposes, this Corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(2) As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(a) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(b) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(c) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

(d) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(e) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options (covered or uncovered), maintaining a special subscription account and dealing in commodities; and

(f) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(g) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the

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purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(3) Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(4) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(5) No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(6) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the

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Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

(7) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the correspondence section of any future federal tax code.

(8) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(9) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(10) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(11) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV-Duration

The Corporation shall commence its existence on October 1, 2001 and is to exist perpetually.

Article V-Membership

Qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. At least one (1) member shall be a citizen of the United States who is at least twenty-one (21) years of age and of good character and reputation. The Corporation may have two or more classes of members, nonvoting members and honorary

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members, as well as such other classes of members as may be determined under the Bylaws.

Article VI-Initial Board of Directors

The Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Henry N. Adorno
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Bruce Greer
c/o Fairchild Tropical Garden
10901 Old Cutler Road
Coral Gables, Florida 33156

Brenda Marshall
7900 Red Road
Suite 25
South Miami, Florida 33143

Article VII-Incorporator

The name and address of the Incorporator of this Corporation is:

Name

Address

Henry N. Adorno

Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

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Article VIII- Registered Office and Agent

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Dennis J. Olle, Esq.
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Article IX-Mailing Address

The mailing address of the corporation is:

Once Upon A Tree Foundation, Inc.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

Article X-Bylaws

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Executed at Miami, Florida this 1st day of October, 2001.

By: _____

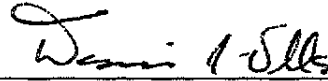

Henry N. Adorno, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Once Upon A Tree Foundation, Inc.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of October, 2001.



Dennis J. Olle

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