

No 18000007406

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300004636983--8  
-10/15/01--01077--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Renewing the Conscience of America Institute, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Stephen H. King  
Name (Printed or typed)  
Gannon & Grange, P.C., 8280 Greensboro Drive, 7th Floor  
Address  
McLean, VA 22102  
City, State & Zip  
703-761-5000  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

01 OCT 15 PM 4:36

FILED

10-17-01  
WC

FILED  
01 OCT 15 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RENEWING THE CONSCIENCE OF AMERICA INSTITUTE, INC.**

I, the undersigned, acting as incorporator, submit the following Articles of Incorporation for the purpose of forming a nonprofit corporation in compliance with Chapter 617 of the Florida Statutes (Not for Profit), and hereby certify that:

**ARTICLE 1: Name.** The name of the corporation is **Renewing the Conscience of America Institute, Inc.** hereinafter referred to as "the Corporation."

**ARTICLE 2: Principal Office.** The principal place of business and mailing address of this corporation is: 2888 E. Oakland Park Blvd., Fort Lauderdale, Florida 33306.

**ARTICLE 3: Duration.** The period of its duration is perpetual.

**ARTICLE 4: Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"), including promoting the restoration of morality in America, and educating Americans reading hindrances and restrictions on moral and civil rights. The Corporation may do any and all lawful acts which may be necessary or useful for the furtherance of its religious, charitable and educational purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any religious, charitable or educational organization or organizations, exclusively for religious, charitable or educational purposes.

**ARTICLE 5: Membership.** The Corporation shall not have members.

**ARTICLE 6: Tax Exempt Provisions.** The property of this Corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under

Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 of the Code.

In the event the Corporation is found to be in any one year a "private foundation" as defined by Section 509 (a) of the Code, it shall be (1) required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code; (2) prohibited from any act of "self-dealing" as defined in Section 4941(d) of the Code; (3) prohibited from retaining any "excess business holdings" as defined by Section 4943(c) of the Code; (4) prohibited from making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and (5) prohibited from making any taxable expenditure as defined in Section 4945(d) of the Code.

Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

**ARTICLE 7: Board of Directors.** The manner in which the directors of the Corporation shall be elected shall be by majority vote of directors present at a regular meeting of the Board, or at a special meeting of the Board convened for that purpose.

**ARTICLE 8: Initial Board of Directors.** The number of directors constituting the initial Board of Directors shall be five (5). The names and addresses of the persons who are to serve as the initial Board of Directors until the first annual meeting or until their successors shall be appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Paul Michael Hoffman	2700 Bayview Drive, Fort Lauderdale, FL 33306
Jodi L. Hoffman	2700 Bayview Drive, Fort Lauderdale, FL 33306
Dr. Paul Mattox	1498 Hermoso Road, Boca Raton, FL 33486
Julio Mocega	25 Southeast 2 Avenue, Miami Florida 33131
Thomas A. Carder	1909 W. Spanish Oaks Drive, Granbury, TX 76048

**ARTICLE 9: Limitation on Liability.** To the fullest extent permitted by Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

**ARTICLE 10: Initial Registered Agent and Address.** The name and Florida street address of the initial registered agent is Paul Michael Hoffman, 2888 E. Oakland Park Blvd., Fort Lauderdale, FL 33306.

**ARTICLE 11: Incorporator.** The name and address of the incorporator is:

NAME

ADDRESS

Paul Michael Hoffman

2700 Bayview Drive, Fort Lauderdale, FL 33306

**IN WITNESS WHEREOF**, the undersigned incorporator has set his hand this 27<sup>th</sup> day of September, 2001

BY:   
Paul Michael Hoffman, Incorporator

9/27/01  
Date

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Having been named as initial registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:   
Paul Michael Hoffman, Registered Agent

9/27/01  
Date

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