

**Electronic Articles of Incorporation
For**

**N01000008046
FILED
November 13, 2001
Sec. Of State**

CORY MARVIN ERVING FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CORY MARVIN ERVING FOUNDATION, INC.

Article II

The principal place of business address:

344 VENETIAN DR.
SUITE 1
DELRAY BEACH, FL. 33483

The mailing address of the corporation is:

P.O. BOX 914100
LONGWOOD, FL. 32791

Article III

The specific purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, INCLUDING DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (AS AMENDED).

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

US CORPORATE PLANNERS, INC.
344 VENETIAN DR.
SUITE 1
DELRAY BEACH, FL. 33483

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: H. PAUL DOUCETTE, JR.

Article VI

The name and address of the incorporator is:

H. PAUL DOUCETTE, JR.
344 VENETIAN DR.
SUITE 1
DELRAY BEACH, FL 33483

Incorporator Signature: H. PAUL DOUCETTE, JR.

Article VII

To the extent consistent with the general powers and purpose permissible under Florida law, the purposes of this Corporation shall include, but not be limited to the following:

- A. To identify, empower and assist underprivileged individuals in the pursuit of educational and employment opportunities;
- B. To partner with educational institutions (as defined in Section 170(b)(1)(A)(ii) of the Internal Revenue Code) that qualify as exempt organizations under Section 501(C)(3) of the Code, in order to assist such educational institutions in accomplishing their missions;
- C. To carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation

Article VIII

Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IX

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

Article X

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.