

N02000000374



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801134 161599A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizito*

FILED  
02 JAN 22 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 21, 2002

ORDER TIME : 10:58 AM

ORDER NO. : 801134-005

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq  
Daryl Cramer & Associates, Pa

Suite 910  
515 North Flagler Drive  
West Palm Beach, FL 33401-5010

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CORPORATE RESPONSIBILITY, INC.

200004787552--9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(2) CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN JAN 22 2002

**ARTICLES OF INCORPORATION  
OF  
CORPORATE RESPONSIBILITY, INC.**

**FILED**  
02 JAN 22 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be "Corporate Responsibility, Inc." (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be c/o Searcy, Denney, Scarola, Barnhart & Shipley, P.A., 2139 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33402.

**ARTICLE III  
CORPORATE DURATION**

This Corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE IV  
PURPOSE AND POWERS**

**Section 1. Purposes.** This Corporation is organized exclusively for charitable, religious, literary, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to promote the study and improvement of corporate responsibility and business ethics; and to provide support to colleges and universities, professional associations, and local, state and national governments seeking to foster curricular development, scholarly research and programs furthering moral, legal and philosophical issues important to business ethics.

**Section 2. Powers.** This organization may exercise all powers granted to a not for profit corporation under the Florida Not For Profit Corporation Act, as amended.

**ARTICLE V  
PROHIBITED ACTIVITIES**

Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of this Corporation, the Corporation shall be restricted as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or other associate or representative of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No director, officer or private individual shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation;

(b) This Corporation shall not carry on any other activities not permitted to be undertaken by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code;

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

(d) The 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; and

(e) The Corporation shall not be operated for profit.

## **ARTICLE VI BOARD OF DIRECTORS**

This Corporation shall have not less than three (3) nor more than seven (7) directors who shall be determined in accordance with the Bylaws. The number of directors may be either increased or decreased from time to time, but shall never be less than three (3). The names and addresses of the initial directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified are:

Jack Scarola  
2139 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33402

Fraser Shuh  
2139 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33402

David Sheller  
2139 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33402

## **ARTICLE VII OFFICERS**

The officers of this Corporation shall consist of a President, a Secretary, a Treasurer and such additional officers as may be provided in the Bylaws of this Corporation. The qualification of officers, the time and manner of electing or appointing them, the duties of and term of office, and the manner of removing officers shall be as set forth in the Bylaws. The names of the persons who are to serve as the officers of the Corporation until their successors are elected or appointed and have qualified are:

President:	Jack Scarola
Secretary:	Fraser Shuh
Treasurer:	David Sheller

## **ARTICLE VIII INDEMNIFICATION**

### **Section 1. Indemnification.**

(a) The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by Florida law), or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties, fines and taxes under the Employee Retirement Income Security Act of 1974, as amended) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was (i) a director, (ii) an officer or an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) and as to whom the Board has granted the right to indemnification provided hereby (each an "Indemnified Person").

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in the third sentence of Section 3 of this Article, the Corporation shall indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by an Indemnified Person only if authorization for the Proceeding (or part thereof) was not denied by the Board of

Directors of the Corporation, acting in its sole discretion, within sixty (60) days after receipt of notice thereof from the Indemnified Person.

**Section 2. Advance of Costs, Charges and Expenses.** Costs, charges and expenses (including attorneys' fees) incurred by an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the Indemnified Person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such Indemnified Person (except a Proceeding authorized by the second sentence of Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within sixty (60) days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking.

The Board of Directors may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent the Indemnified Person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding. In the event that the Corporation's counsel is representing the Indemnified Person and subject to any limitations imposed by law or any insurance policy referred to in Section 5 of this Article, any Indemnified Person shall have the right to retain separate counsel and to have the fees and expenses of such counsel paid as incurred as provided herein in the event such person reasonably believes that there is an actual or potential conflict in interest between the Corporation and such person or in the event the Corporation or its insurer shall have failed to assume the defense and employ counsel acceptable to such person within a reasonable period of time after commencement of any action.

**Section 3. Procedure For Indemnification.** Any indemnification or advance under this Article shall be made promptly, and in any event within sixty (60) days after delivery of the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by an Indemnified Person in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the sixty day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future

legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its members (if any)) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its members (if any)) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**Section 4. Survival of Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any by-law, statute, agreement, vote of members or disinterested directors' vote, or recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer or employee and as to actions in another capacity while still a director, officer or employee, and shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who is an Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act, the Florida Not For Profit Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of officers, employees or agents of the Corporation and for such other indemnification of Indemnified Persons as it deems appropriate.

**Section 5. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act or the Florida Not For Profit Corporation Act.

**Section 6. Savings Clause.** If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Indemnified Person described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is c/o Daryl Cramer & Associates, P.A., 515 N. Flagler Drive, Suite 910, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at such address is Daryl Cramer & Associates, P.A.

**ARTICLE X  
AMENDMENT OF BYLAWS**

The Bylaws of this Corporation may be made, altered, rescinded, added to, and new Bylaws may be adopted by following the procedure set forth therefor in the Bylaws.

**ARTICLE XI  
AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended from time to time by a resolution adopted by two-thirds (2/3) of the directors present at any meeting of the Board of Directors.

**ARTICLE XII  
DISSOLUTION**

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government, for public purposes and use.

**ARTICLE XIII  
INCORPORATOR**

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

Daryl B. Cramer, Esq.  
Daryl Cramer & Associates, P.A.  
515 North Flagler Drive, Suite 910  
West Palm Beach, Florida 33401-4325

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 18th day of January, 2002.

  
\_\_\_\_\_  
DARYL B. CRAMER, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

THAT CORPORATE RESPONSIBILITY, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL  
REGISTERED OFFICE BEING C/O DARYL CRAMER & ASSOCIATES, PA., 515 N.  
FLAGLER DRIVE, SUITE 910, WEST PALM BEACH, FLORIDA 33401, HAS NAMED DARYL  
CRAMER & ASSOCIATES, P.A. LOCATED AT 515 N. FLAGLER DRIVE, SUITE 910, WEST  
PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

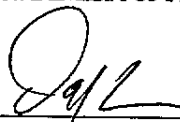
Dated: January 18, 2002

  
\_\_\_\_\_  
DARYL B. CRAMER, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT  
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DARYL CRAMER & ASSOCIATES, P.A.

Dated: January 18, 2002

By:   
\_\_\_\_\_  
Daryl B. Cramer, Registered Agent

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**FILED**  
02 JAN 22 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA