

05/02/2002

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Greenberg Traurig P.A.

NO.151

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Division of Corporations

Page 1 of 2

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FLORIDA NON-PROFIT CORPORATION

MJ BROOKS FAMILY FOUNDATION, INC.

Certificate of Status	0
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H02000132023 1

**ARTICLES OF INCORPORATION
OF
MJ BROOKS FAMILY FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

ARTICLE I - NAME

The name of this corporation shall be: **MJ BROOKS FAMILY FOUNDATION, INC.** (the "**Corporation**").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at the following address:

c/o **JONATHAN E. GOPMAN**, Esquire
2255 Glades Road, Suite 419A
Boca Raton, Florida 33431

The mailing address of the Corporation is as follows:

c/o **JONATHAN E. GOPMAN**, Esquire
2255 Glades Road, Suite 419A
Boca Raton, Florida 33431

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ARTICLE III - PURPOSE

This Corporation is organized exclusively for charitable purposes and shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. In furtherance of this purpose, the Corporation may transact any and all business lawful for a not-for-profit corporation.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on the date on which these Articles of Incorporation are filed with the Florida Department of State.

H02000132023 1

ARTICLE V - DIRECTORS

The Corporation shall have four (5) directors initially. The number of directors may be increased from time to time by the resolution of a majority of the Board of Directors; provided, however, that the Board of Directors consists of not fewer than four (4) directors and no decrease in the number of directors shall have the effect of diminishing the terms of an incumbent director. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JONATHAN E. GOPMAN	2255 Glades Road, Suite 419A Boca Raton, Florida 33431
KENNETH D. CARPENTER, II	40 Woodvue Road Windham, New Hampshire 03087
LINDA G. PELUSO	9 Red Roof Lane Salem, New Hampshire 03079
BRAD RICHARDS	9 Red Roof Lane Salem, New Hampshire 03079
HAROLD J. BROOKS	9 Red Roof Lane Salem, New Hampshire 03079

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE V - DISSOLUTION

Upon the dissolution of the Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal

H02000132023 1

H02000132023 1

Revenue Code, or corresponding section of any future federal tax 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.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

JONATHAN E. GOPMAN, Esquire
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of the Corporation are:

JONATHAN E. GOPMAN, Esquire
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of May, 2002.



JONATHAN E. GOPMAN, Incorporator

H02000132023 1

H02000132023 1

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS 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.

Dated this 1st day of May, 2002.



JONATHAN E. GOPMAN,
Registered Agent

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H02000132023 1