

NO2000903797

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May 15, 2002

By Federal Express Delivery

Ms. Wanda Cunningham
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 17 PM 12:22

Re: Articles of Incorporation of
LFM FOUNDATION, INC.
Letter No.: 202A00029379

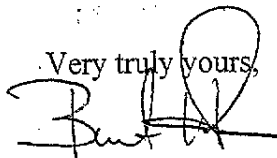
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Dear Ms. Cunningham:

I am in receipt of your letter dated May 9, 2002 regarding the filing of the enclosed Articles of Incorporation for the above-referenced entity. Please note that I have amended the Articles to incorporate an Article with the principal office and mailing address for the corporation.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact me.

Very truly yours,



Bart A. Houston

BAH/em
Enclosure

West Palm Beach Affiliate Office: Houston, Shahady, Palen & Hochberg, LLP
606 North Olive Avenue • West Palm Beach, Florida • Telephone 561.832.6266 • Facsimile 561.832.4504

5-17-02
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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

May 9, 2002

BARY A. HOUSTON, ESQ.
316 NE 4TH ST.
FT. LAUDERDALE, FL 33301

SUBJECT: LFM FOUNDATION, INC.
Ref. Number: W02000013514

We have received your document for LFM FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 202A00029379

ARTICLES OF INCORPORATION
OF
LFM FOUNDATION, INC.

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this Corporation is **LFM FOUNDATION, INC.** a not-for-profit corporation.

ARTICLE II - NATURE OF CORPORATION

This Corporation is a not-for-profit corporation organized exclusively for charitable, religious, educational, and scientific purposes, including, but not limited to any and all fund-raising activities for the advancement of the educational endeavors of Little Flower Montessori, Inc, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III. Notwithstanding any other provision of these Articles, this corporation may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation will not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor will it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE III - PURPOSE

This Corporation is established for any and all fund-raising activities for the advancement of the educational endeavors Little Flower Montessori, Inc.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

As provided in the By-Laws from time to time, this Corporation may have a membership distinct from its Board of Directors. Any individual or corporation interested in becoming a member of the Corporation may become a member upon completing an application for admission,

meeting the qualifications, and paying the membership fee set by the Board of Directors from time to time.

ARTICLE VI - BOARD OF DIRECTORS

The names and residence addresses of the initial Board of Directors are as follows:

DEBORAH S. HOUSTON	410 S.E. 16 th Street Fort Lauderdale, Florida 33301
BART A. HOUSTON:	316 Northeast Fourth Street Fort Lauderdale, Florida 33301
MARY BYRD	519 N.E. 26 th Street Wilton Manors, Florida 33305
CAROL HEATH	519 N.E. 26 th Street Wilton Manors, Florida 33305
MARGARET RAY	2348 N.W. 33 rd Terrace Coconut Grove, Florida 33066
ED DOXEY	5059 N.E. 18 th Avenue Fort Lauderdale, FL 33334
KIM BALINT	4660 Twin Lakes Boulevard Fort Lauderdale, Florida 33309
LEE DETTOR	2432 N.E. 26 th Terrace Fort Lauderdale, Florida 33305
JEANNE MOONEY	2040 N.E. 65 th Street Fort Lauderdale, Florida 33308

ARTICLE VII - PRINCIPAL OFFICE

The street address of the principal office of this Corporation is **316 Northeast Fourth Street, Fort Lauderdale, Florida 33301.**

ARTICLE VIII - REGISTERED AGENT

The street address of the registered agent of this Corporation is **316 Northeast Fourth Street, Fort Lauderdale, Florida 33301** and the registered agent of this Corporation at that address is **Bart A. Houston, Esq.**

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this Corporation will be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of Directors of the Corporation will be no less than 5, provided however, that such number may be increased by a by-law duly adopted by a majority of the Directors. The initial Directors will serve for a term of two years, and until the second annual meeting of members, and, following the election of Directors, until the qualification of their successors. Thereafter, the Board of Directors must adopt by-laws which include a procedure for staggering the terms of Directors. Annual meetings must be held each year in May, at the principal office of the Corporation, or at such other place or places, within Broward County, and at such time as the Board of Directors may designate from time to time by resolution.

B. Any action required or permitted to be taken by the Board of Directors under any provision of these Articles, or by law, may be taken without a meeting, if a majority of the Board consents, in writing, to such action, and any such action taken by written consent will have the same force and effect as if taken by a vote of a majority of the Directors at meeting of the Board of Directors called for the purpose of considering the action taken. Within a reasonable time after an action is approved by written consent, but in no event later than the next meeting of the Board of Directors, copies of all such written consent(s) must be provided to all Directors and filed with the records of the proceedings of the Board. Any certificate or other document filed under any provision of law which relates to any action so taken must state that the action was taken with the written consent of a majority of the Board of Directors without a meeting, and that the Articles of Incorporation of this Corporation authorize the Directors to so act.

C. The Board of Directors must elect the following officers: President, Vice-President, Secretary and Treasurer, and any such other officers as the By-Laws of this Corporation may authorize them to elect from time to time.

ARTICLE X - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation, concerning corporate action that must be authorized or approved by the members of this Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors adopted as provided in these Articles of Incorporation or the By-Laws, or by following any other procedure set forth therefor in the By-Laws, from time to time.

ARTICLE XI - DISTRIBUTION OF ASSETS

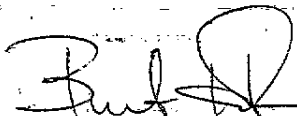
Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be

disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Not For Profit Corporation Act and, in any event, by a resolution adopted by a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 15, 2002.



Bart A. Houston, Incorporator

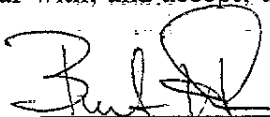
CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE FOR SERVICE OF PROCESS

LFM Foundation, Inc., a not-for-profit corporation, existing under the laws of the State of Florida has named **BART A. HOUSTON, ESQ.** as its Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of LFM Foundation, Inc., a non-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: May 15, 2002



Bart A. Houston.
316 Northeast Fourth Street
Fort Lauderdale, Fl. 33301
(954) 779-3800