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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Investors' Watchdog Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04 (5)
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
INVESTORS' WATCHDOG FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Investors' Watchdog Foundation, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:
11891 U.S. Highway One, North Palm Beach, Florida, 33408.

ARTICLE III

Purposes

The corporation is organized exclusively for educational purposes relating to education and support for investors in publicly held companies, to promote professional responsibility of management of public companies, to maintain information and provide oversight relating to the ongoing operation of publicly held companies relating to potential management improprieties such as misleading public information, accounting irregularities and insider trading, including for such purpose or purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed shall be stated in the bylaws.

ARTICLE V

Corporate Net Earnings; Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose or purposes set forth in Article Three hereof.

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

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 Internal Revenue Code of 1986, 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 of 1986, or the corresponding section of any future federal tax code or, if reference to federal law in the articles or certificate of incorporation imposes a limitation that is invalid under the law of the state of incorporation, state: shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose or purposes of this corporation.

ARTICLE VI

Dedication of Assets: Distribution on Dissolution

The assets of this corporation are irrevocably and permanently dedicated to the purpose or purposes set forth in Article Three. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the 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 a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE VII

Initial registered agent and street address

The name and the street address of the initial registered agent is: Rick McKenna, 11891 U.S. Highway One, North Palm Beach, Florida 33408.

ARTICLE VIII

Incorporator

The name and the street address of the incorporator for these articles of incorporation is Rick McKenna, 11891 U.S. Highway One, North Palm Beach, Florida 33408.

*The undersigned incorporator has executed these Articles of Incorporation this 14th
day of August, 2002.*

Signature of Incorporator:

A handwritten signature in black ink, appearing to be 'RM', written over a horizontal line.

Rick McKenna

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING,
AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

Investors' Watchdog Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Rick McKenna, located at 11891 U.S. Highway One, North Palm Beach, Florida 33408 as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Date:

8/14/02

By:



Rick McKenna

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