

NO2000006475

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FILED  
02 AUG 26 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 17, 2002

Secretary  
State of Florida  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Mailing Address: P. O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

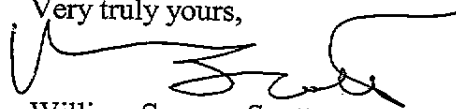
Re: Our Brothers Keeper, Incorporated - Articles of Incorporation

Dear Secretary,

Enclosed are the Articles of Incorporation of Our Brothers Keeper, Incorporated (a non-profit corporation) for filing with the State of Florida together with our check in the amount of \$70 for payment of the filing fee.

Please stamp and return one copy of the Articles to us in the postage prepaid envelope provided.

Very truly yours,



William Sumner Scott  
For the Firm

WSS:lf

W-24300

BM 8/26



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

August 21, 2002

WILLIAM SUMNER SCOTT ESQ  
940 NE 79TH STREET SUITE A  
MIAMI, FL 33138

SUBJECT: OUR BROTHERS KEEPER, INCORPORATED  
Ref. Number: W02000024300

We have received your document for OUR BROTHERS KEEPER, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 102A00049170

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02 AUG 26 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FOR**

**OUR BROTHERS KEEPER INTERNATIONAL, INCORPORATED**  
(a Florida nonprofit corporation)

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

**ARTICLE I. - NAME**

The name of the Corporation is:

**OUR BROTHERS KEEPER INTERNATIONAL, INCORPORATED**

**ARTICLE II. - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of the Corporation shall be:

940 NE 79<sup>TH</sup> STREET, SUITE A  
MIAMI, FLORIDA 33138

**ARTICLE III. - PURPOSES**

The specific purposes for which the Corporation is organized are:

- A. To serve the cause of awareness of the attributes of good health and sound moral purpose through the education of persons responsible for the direction of society and the formation of family units.
- B. To provide lectures, courses, and seminars for the general public solicited by mass media and other means and segmented audiences from the general public sponsored by government agencies, for profit corporations, religious and other nonprofit organizations to teach and motivate individuals and groups to seek good health and sound moral values.
- C. To provide housing to those who qualify for government assistance programs and to those who are in pursuit of higher education who are worthy of aid to assist in their education in furtherance of the promotion of good health and sound moral values.

- D. To receive, hold, invest, reinvest, expend, and administer gifts, donations, bequests, devises, and membership contributions, together with all income therefrom, for beneficent, charitable, literary and educational purposes, and particularly for the advancement of good health and sound moral values.
- E. To promote and attract individuals to teach and to disseminate educational materials related to good health and sound moral values.
- F. To fund and facilitate the funding from public and private charity of such services and benefits to foster the corporate purposes and to act as trustee of any funds or property the Corporation may receive under specific or limited gifts, grants, devises, bequests or agreements, all subject to these Articles of Incorporation and all applicable state and Federal laws.
- G. To acquire for serving the Corporation's purposes such real and personal property as shall, from time to time, be necessary or incident to the accomplishment of such purposes.
- H. To serve as director, general partner or joint venture partner or limited partner or trustee or shareholder with any government agency, nonprofit corporations or partnerships, for profit corporation or partnership, in furtherance of the Corporate purposes.

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purpose.

#### ARTICLE IV. - MANNER OF ELECTION OF DIRECTORS

The Corporation shall be organized on a non-stock basis and shall have no voting members. The corporation, through its Board of Directors, may establish non-voting members upon terms they may establish.

The authority for all affairs of the Corporation shall be in a Board of Directors or Executive Committee acting on the full Board's behalf who shall have and may exercise all powers of the Corporation as permitted by Federal law, Florida and other applicable state law, these Articles of Incorporation, and the Bylaws of the Corporation as are, from time to time, in effect. Each member of the Board of Directors shall be a "volunteer". The number of Directors and method of selection of the Directors shall be established in the Bylaws of the Corporation. The first Board of Directors shall be five in number as follows:

William Sumner Scott  
940 NE 79<sup>th</sup> Street, Suite A  
Miami, FL 33138

Jared Blikre  
12841 S.W. 74<sup>th</sup> Street  
Miami, FL 33183

Sarah C. McDougall  
16766 98<sup>th</sup> Way North  
Jupiter Farms, FL 33478

James A. McDougall  
16766 98<sup>th</sup> Way North  
Jupiter Farms, FL 33478

Henry F. Tegler, Jr.  
307 SW 10<sup>th</sup> Street  
Delray Beach, FL 33444

#### ARTICLE V. - LIMITATION OF CORPORATE POWERS

The powers of the Corporation are as provided in these Articles and in Section 617.0302, Florida Statutes, except as limited as follows:

- A. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the United States Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its directors, 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 purposes set forth in these Articles of Incorporation.
- C. 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 any candidate for public office.
- D. Notwithstanding any other provision of these Articles, 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 Federal Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Federal Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida.

#### VI. - INITIAL REGISTERED AGENT

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

William S. Scott, Esquire  
940 NE 79<sup>th</sup> Street, Suite A  
Miami, FL 33138

#### VII. – INCORPORATOR

The name and the street address of the incorporator for these Articles of Incorporation is:

William S. Scott  
940 NE 79<sup>th</sup> Street, Suite A  
Miami, FL 33138

#### VIII. – MANAGEMENT

The following provisions are inserted for the management of the business and affairs of the Corporation and the same are in furtherance of and not in limitation of the powers conferred by law:

- A. No contract or transaction between the Corporation and one or more of its employees, or Directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the employees, Directors, or officers are trustees, directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the employee or Director is present at or participates in the meeting of the Board of Directors, or committee thereof, which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose if: (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board or committee, in good faith, authorizes, approves, or ratifies the contract or transaction even though the disinterested Directors are less than a quorum; or (b) the contract or transaction was fair as to the Corporation.

- B. The Corporation shall distribute its income for each tax year at such time and in such manner as not become subject to the tax on undistributed income imposed by Section 4942 of the United States Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the United States Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the United States Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945 (d) of the United States Internal Revenue Code.

#### IX. – INDEMNIFICATION

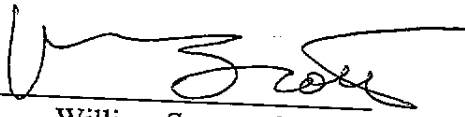
To the fullest extent permitted by Florida law:

- A. A member of the Board of Directors of this Corporation shall not be liable to the Corporation or any other party for monetary damages for breach of fiduciary duty as a Director or trustee.
- B. The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a Directors occurring on or after August 17, 2002.

#### X. – DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors or the Executive Committee shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets, real and personal, to such organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code or corresponding provisions of a future United States Internal Revenue law to be used exclusively for purposes which will continue the purposes of this Corporation and also remain qualified as a tax exempt corporation. Any such asset not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, for such purposes and to such organization or organizations as said court shall determine.

These Articles of Incorporation were duly adopted by a pre-incorporation meeting and have been executed by the incorporator, first duly authorized, on this 17th day of August, 2002.

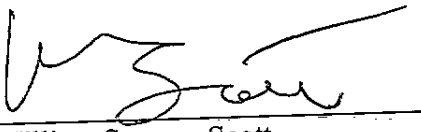
  
\_\_\_\_\_  
William Sumner Scott

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
FOR**

**OUR BROTHERS KEEPER INTERNATIONAL, INCORPORATED**  
(a Florida nonprofit corporation)

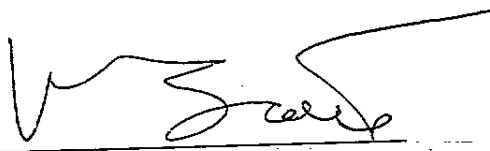
The undersigned acting as incorporator of a nonprofit corporation pursuant to Chapter 617, Florida Statutes, pursuant to the Articles of Incorporation has appointed William Sumner Scott, Esquire the initial registered agent of the Corporation.

Date: 8/12/02

  
\_\_\_\_\_  
William Sumner Scott  
Incorporator

Having been named registered agent, as that term is defined in Chapter 617, Florida Statutes, pursuant to the Articles of Incorporation, to accept service of process at the place designated in the Articles and this Acceptance, I hereby acknowledge that I fully understand the scope of my responsibilities and I accept and assume those responsibilities.

Date: 8/12/02

  
\_\_\_\_\_  
William Sumner Scott, Esquire  
The Scott Law Firm, P. A.  
940 NE 79<sup>th</sup> Street, Suite A  
Miami, FL 33138

(305) 754-3603  
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[wscott@wscottlaw.com](mailto:wscott@wscottlaw.com)

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