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FLORIDA NON-PROFIT CORPORATION

adam foundation, inc.

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**ARTICLES OF INCORPORATION
OF
ADAM FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

ADAM FOUNDATION, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

121 Alhambra Plaza
Penthouse One, Suite 1600
Coral Gables, Fl. 33134

ARTICLE III

1. **CHARITABLE PURPOSE:** The general nature of the object of the Foundation is: To give financial assistance to churches, Sunday schools, home and foreign missions, and other religious organizations seeking to advance the kingdom of God and the gospel of Jesus Christ throughout the world; to promote Christian stewardship of money and possessions; to assist persons in obtaining an education; to assist the needy and underprivileged; to render financial aid to charitable and benevolent organizations; and in general to be a benevolent corporation operating exclusively for benevolent and charitable purposes.

The Foundation shall have full power and lawful authority: To make contributions to churches, Sunday schools, hospitals, home and foreign, mission societies, and other religious organizations, to theological seminaries, to educational institutions, to community chests and other charitable organizations, to trusts, and to foundations; to give financial assistance to needy and worthy individuals; to create educational funds and foundations; to lend and give money to persons desiring to obtain an education; to endow hospitals or wards or bed therein; and to contribute to medical research for the cure of diseases.

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The Foundation shall be organized and-operated exclusively for one or more of the following purposes, as determined by the Foundation's officer and directors: religious, charitable, scientific, literary, educational, or for the prevention of cruelty to children or animals, all within the meaning of section 501(c) (3) of the Internal Revenue Code.

The Foundation shall make seventy-five percent (75%) in value of its annual contributions to Christian Organizations or charities, which subscribe to the statement of faith contained in the Foundation's By-Laws.

2. The Foundation may do the following in furtherance of its goals:

Solicit funds and donations in kind and from time to time to further the purposes of this Foundation.

Acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

Engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Foundation.

3. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.
4. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax Revenue Code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

5. Upon the dissolution of the corporation/organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation/organization exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
6. The corporation/organization shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be by a majority vote of the directors and shall be stated in the bylaws.

ARTICLE V

The name and the street address of the initial registered agent shall be:

W. Allen Morris
C/o The Allen Morris Company
121 Alhambra Plaza
Penthouse One, Suite 1600
Coral Gables, Fl. 33134

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

W. Allen Morris
C/o The Allen Morris Company
121 Alhambra Plaza
Penthouse One, Suite 1600
Coral Gables, Fl. 33134

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

W. Allen Morris, President, Secretary, Treasurer.
Diane Y. Morris, Vice President.

Article VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

W. Allen Morris
C/o The Allen Morris Company
121 Alhambra Plaza
Penthouse One, Suite 1600
Coral Gables, Fl. 33134

Diane Y. Morris
C/o The Allen Morris Company
121 Alhambra Plaza
Penthouse One, Suite 1600
Coral Gables, Fl. 33134

James Frank Bell, III
C/o Intellinet Corp.
3475 Lenox Rd., Suite 700
Atlanta, Ga. 30326

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-laws promulgated by the Board of Directors in

determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

The By-laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of October 2002.


W. Allen Morris, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that ADAM FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation has named W. Allen Morris located at 121 Alhambra Plaza, Penthouse One, Suite 1600, City of Coral Gables, County of Miami-Dade, State of Florida, Zip Code 33134, as its registered agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 PROVISION 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.

Dated this 27th day of October 2002.


W. Allen Morris, Registered Agent

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MORRIS Adam Foundation, Inc. Art. of Inc. doc. maw/vw 10/10/02

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