

N103000003972

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000190575 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FILED
03 MAY - 9 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

the guerdy g. filex foundation, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

H030000190575

7

ARTICLES OF INCORPORATION

OF

THE GUERDY G. FILEX FOUNDATION, INC.

A Corporation Not for Profit

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Chapter Statutes, adopt the Following Articles of Incorporation of such Corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

THE GUERDY G. FILEX FOUNDATION, INC.

ARTICLE II

PURPOSESE, POWERS & LIMITATION

1. The corporation is organized under a non-stock basis exclusively for charitable, scientific and educational purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any individual, member, director, officer, or private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered, based on the nature of the corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

H030000190575

FILED

03 MAY - 9 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. 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.)
4. The corporation is empowered to accept donations from corporations, individuals, grant from non-profit organizations worldwide.
5. Subject to the purposes described in the paragraph 1. of this Article 111, the organization is organized primarily for the purpose of coordinating and facilitating the delivery, in a culturally appropriate manner, educational scholarship to diverse and underserved populations in South Florida, and for the purpose of transacting any and all lawful business for which corporation may be formed under applicable Florida Law.
6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501 (c) (3), (b) by a corporation, contributions to which are deductible under Code Section 170 (c) (2), or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to Chapter 517, Florida Statutes.
7. Subject to and in accordance with the Florida Statutes Section 717.0105, the corporation, during any period when it is a "private foundation" under Code Section 509 (a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941 (d) which would give rise to any liability for the tax.

ARTICLE V

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt organizations described in Code Sections 501 (c) (3) and 170 (c) or corresponding sections of any prior or future law, for exclusively public purposes.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Dony Felix
280 N.E. 200th Terrace
Miami, Florida 33179

ARTICLE VII
MEETINGS

1. The annual for the election of Board of directors shall be held as provided in the by-laws.
2. The corporation may provide in its by-laws for the holding of additional regular meeting and special meetings and shall provide notice of all such meetings.
3. Two (2) members shall constitute a quorum for the holding of any meetings of the directors.

ARTICLE VIII
BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws For the conduct of its business and the carrying out of its purpose as They deem necessary from time to time.
2. Upon proper notice, the by-laws may be amended, altered or Rescinded by majority vote of those director present at a regular Meeting or any special meeting called for that purpose.

ARTICLE IX
AMENMENTS

These Articles of Incorporation may be amended by the Board of Directors

ARTICLE X

REGISTERED OFFICE AND AGENT

The principal office and the initial registered office of this corporation shall be at 3260 SW 175th Ave., Miramar, FL 33029. and the Name of its initial registered agent shall be Fritz G. Grant, 4200 NW 16th St. Suite 608, Lauderhill, FL 33313.

ARTICLE XI

OFFICERS

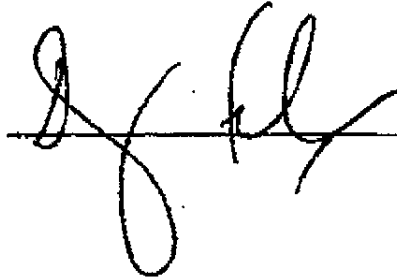
1. The officers of the corporation shall be a president, Vice-President, Secretary, Treasurer, such officers as may be provided in the by-laws.
2. The officers of the corporation may receive compensation as defined by the by-laws of the corporation and may be modified by the Board of Directors from time to time as set forth by the by-laws.

ARTICLE XII

INDEMNIFICATION

1. The private property of the officers, directors and members of the corporation shall not be liable for its corporation debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501 (c) (3) organizations, the corporation shall indemnify and defend its officers and its directors from and against liability arising from their Officers or for their acts on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator have executed
these Articles of Incorporation this 22 day of May, 2002.

A handwritten signature in black ink, appearing to be "J. H. H.", written over a horizontal line.

STATE OF FLORIDA)
 : SS

COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged and sworn to
before me this _____ day of _____, 2002, by _____, who
is personally known to me and who did not take an oath.

Notary Public
My Commission Expires: _____

(SEAL)

TOTAL P.07

H03000190575

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

Int. Grant

FILED

03 MAY -9 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000190575

P.07/07

MAY-09-2003 10:38