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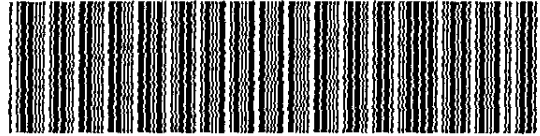
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** FAME Foundation Inc.

(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Yvonne M. Thompson, Ph.D.  
Name (Printed or typed)

8125 Monetary Drive, Suite H-2  
Address

Riviera Beach, FL 33404  
City, State & Zip

202-441-7922  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**In Compliance with Chapter 617, F.S. (Not for Profit)**

**ARTICLE I**

The name of the non-profit corporation is: FAME Foundation Inc.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be:  
8125 Monetary Drive, Suite H-2, Riviera Beach, Florida 33404

**ARTICLE III**

The purpose(s) for which the non-profit corporation is organized are:

(a) The Corporation is organized and shall be operated exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) The Corporation shall be tax deductible as a non-profit Corporation under the Internal Revenue Code 501(c)(3);

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except the Corporation 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 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.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (2) by a Corporation, contributions to which are, deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

(d) The Corporation will conduct programs; provide services and technical assistance to individuals, families and the community-at-large. The acronym FAME stands for Fast Track to Achieving Monetary and Economic Parity. The FAME Foundation Inc. serves communities locally, nationally, and internationally. Programs provided by FAME are the catalyst for attaining successful outcomes for a better quality of life. FAME provides a think-tank that addresses the need for knowledge management and sharing of information to inform, educate, and engage the community in finding solutions to business and financial management issues, economic development (housing projects, programs, and community based initiatives), and technological challenges. Programs offered by FAME find creative and effective ways to help individuals and communities thrive in diverse environments. Programs are designed to offer individuals and communities positive outlets to achieving their stated goals. The institution support opportunities

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to improve individual leadership, business, and management skills, financial, and programmatic sustainability through a combination of training, technical assistance, and grants. FAME brings together individuals, communities, governmental and nongovernmental agencies, profit organizations, and public schools through collaborative partnerships, business forums, trade fairs, and networking mediums. FAME services include community-programming initiatives, research initiatives, coordination of forums to promote public awareness, dissemination of information on critical issues that affect financial wealth and growth, building community and business support systems, and Capital Pooling/Venture Fund programs. FAME will also provide outreach and referral services and will work with other social service agencies to deliver its programs.

(e) The Corporation will serve as a vehicle through which charitable contributions from corporations, community and government agencies can support the programs and services of the organization. The Corporation shall perform charitable and educational tasks as may be necessary and appropriate to support the foregoing activities;

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which are or may seem capable of being used for any purposes of the corporation, and to use, exercise, develop, grant licenses and franchises in respect of, sell, and otherwise turn to account, the same;

(g) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its purposes and for the purpose of attaining or furthering any of its objectives and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objectives and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objectives and purposes;

(h) To carry out all or any part of the aforesaid objectives and purposes, shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

(i) The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations of similar character by the State of Florida now hereinafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges.

(j) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a qualified fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c) 3 of the Internal Revenue Code or to the federal government, or to a state or local government for a public purpose.

#### ARTICLE IV

The manner in which the directors are elected or appointed: The directors of the corporation shall be appointed or elected in accordance with the By-laws of the Corporation. Directors shall be elected at the first annual meeting of the Board of Directors to hold office until the next annual meeting of the Board of Directors; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any regular or special meeting of the Board of Directors held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office for a term of two years. Elections will be held on odd numbered years.

#### ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The names of the persons who are to serve as directors until the first annual meeting of the Board of Directors or until their successors are elected and shall qualify are as follows:

Yvonne M. Thompson, Ph.D., President and CEO  
Rose Zoller, Treasurer  
Rachel Feiner, Secretary

#### ARTICLE VI

The Florida address, including street and number, of the initial registered office of the Corporation is 8125 Monetary Drive, Suite H-2, Riviera Beach, Florida 33404 and the name of the initial registered agent at such address is Yvonne M. Thompson.

#### ARTICLE VII

The name and address of the Incorporator is:  
Yvonne M. Thompson, Ph.D., 8125 Monetary Drive, Suite H-2, Riviera Beach, Florida 33404.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Yvonne M. Thompson, Ph.D.  
Signature/Registered Agent

5/20/03  
Date

Yvonne M. Thompson, Ph.D.  
Signature/Incorporator

5/20/03  
Date

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