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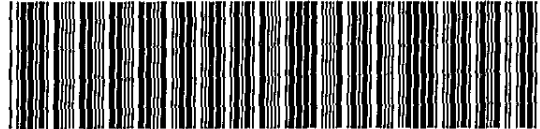
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LAW OFFICES  
**ANDREW J. NIERENBERG, P.A.**  
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1500 SAN REMO AVENUE, SUITE 125  
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TELEPHONE: 305-667-4641  
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July 29, 2003

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

Re: Village of The Falls Foundation, Inc., a non-profit corporation

Gentlemen:

I am enclosing for your immediate attention the following:

- A. ARTICLES OF INCORPORATION of Village of The Falls Foundation, Inc., a Non-Profit Corporation
- B. Law firm check for \$78.75 filing fee, including \$8.75 for Certified Copy

Please expedite the filing of this document and return same with the certified copy as soon as possible.

Very truly yours,

  
ANDREW J. NIERENBERG

w/encls.

ARTICLES OF INCORPORATION  
OF  
**VILLAGE OF THE FALLS FOUNDATION, INC.**

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I: NAME**

The name of the Corporation is: VILLAGE OF THE FALLS FOUNDATION, INC.

**ARTICLE II: PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business of the Corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146 and the mailing address shall be the same.

**ARTICLE III: PURPOSE**

The Corporation is not organized for pecuniary profit and is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal or a State, or local government for exclusively public purposes.

**ARTICLE IV: MEMBERSHIP**

The membership of this corporation shall consist of such persons as from time to time may become members upon a majority vote of the directors.

#### **ARTICLE IV: INCORPORATOR**

The name and address of the incorporator of these Articles is:

Andrew J. Nierenberg, Esq.  
Andrew J. Nierenberg, P.A.  
1500 San Remo Avenue  
Suite 125  
Coral Gables, FL 33146

#### **ARTICLE V: DURATION**

The Corporation is to exist perpetually unless sooner dissolved by the officers or directors as provided for by the laws of Florida.

#### **ARTICLE VI: BOARD OF DIRECTORS**

The business of this corporation shall be managed by the Board of Directors. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws and Directors shall be selected as specified in the bylaws of the Corporation.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Kimrey Newlin	8560 SW 123 St Miami, FL 33176
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Andrew J. Nierenberg	13725 SW 104 Ct Miami, FL 33176
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Andrew R. Weston	12305 Southwest 102 Court Miami, FL 33176
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#### **ARTICLE VII: REGISTERED AGENT**

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Andrew J. Nierenberg, Esq.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal on this 29<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Andrew J. Nierenberg, Esq.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for VILLAGE OF THE FALLS FOUNDATION, INC., I hereby agree to accept service of process for said Nonprofit Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

  
\_\_\_\_\_  
Andrew J. Nierenberg, Esq.

STATE OF FLORIDA

COUNTY OF MIAMI- DADE

}  
SS:

The foregoing instrument was acknowledged before me this 29th day of July, 2003, by Andrew J. Nierenberg, Esq., who is personally known to me.



  
\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Printed Name of Notary Public

Title: Notary Public, State of Florida