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FLORIDA NON-PROFIT CORPORATION

mark blount foundation, inc.

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**ARTICLES OF INCORPORATION
OF**

**Mark Blount Foundation, Inc.,
a Florida "Not for Profit" Corporation**

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

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NAME OF CORPORATION

The name of the corporation is Mark Blount Foundation, Inc.

PRINCIPAL OFFICE

The principal office of the corporation is located at 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 c/o Mark B. Goldstein, P.A.

MAILING ADDRESS

The mailing address of the corporation is 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 c/o Mark B. Goldstein, P.A.

REGISTERED AGENT

The name of the registered agent of the corporation is Mark B. Goldstein. The address of this registered agent is 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431.

DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS

The name and address of the incorporator is:

Mark B. Goldstein
2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431

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CORPORATE PURPOSES

This corporation is organized exclusively for charitable, educational and philanthropic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the corporation shall consist of the following:

1. To raise the social, educational and economic levels of the residents of Palm Beach, Broward and Miami-Dade County Florida, including youth of disenfranchised communities, who are substantially unemployed, underemployed, under trained or whose family income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated. d) traditional family infrastructures supported and nurtured.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community groups and social agencies, funds and foundations organized and operated exclusively for charitable, educational or philanthropic purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 5th day of September, 2003.


Mark B. Goldstein - Incorporator

501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, philanthropic, and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County Palm Beach aforesaid to take acknowledgments, personally appeared Mark B. Goldstein who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County Palm Beach and State of Florida aforesaid this 5th day of September, 2003.

Angela Warshefski
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



Angela Warshefski
Commission # 00896172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, Mark B. Goldstein, located at 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431, hereby accept my appointment as registered agent for Mark Blount Foundation, Inc., a Florida Not for Profit Corporation.

Mark B. Goldstein
Registered Agent Name: Mark B. Goldstein

Date

September 10, 2003

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