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Royal Palm Beach, Florida 33411
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03 OCT 27 PM 12:43

Articles of Incorporation
of
Registered Dietitians Removing Disparities, Inc.
A Not-for-Profit Florida Corporation

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The undersigned, acting as Incorporators of a Not-For-Profit corporation under Florida Statutes, Title XXXVI, Chapter 617, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **Registered Dietitians Removing Disparities, Inc.**

ARTICLE II - PLACE OF BUSINESS

The principal office of the corporation is located at 100 Greenwood Place, Royal Palm Beach, Florida 33411

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the corporation is Rojean Williams. The address of this registered agent is 100 Greenwood Place, Royal Palm Beach, Florida 33411.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, but shall not be less than (3) three persons.

ARTICLE VI - CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To develop health programs, including training and implementation.
2. To promote appreciation for health on the part of individuals, families, communities, organizations, business and other entities.
3. To promote wide interest and concern about future health paradigms.
4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific 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, or otherwise attempting to influence legislation.

5. 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.

6. 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.

ARTICLE VII - 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 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 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 and 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.
- 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.

ARTICLE VIII - 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.

ARTICLE IX - DATE OF COMMENCEMENT

The date and time of the commencement of the corporation existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE X - BYLAWS

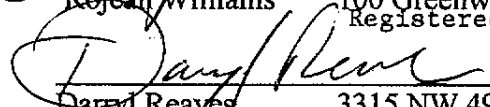
The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time by the member/shareholders of the corporation.

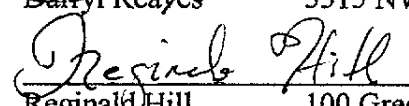
INITIAL BOARD OF DIRECTORS

Rojean Williams	100 Greenwood Place, Royal Palm Beach, Florida 33411
Darryl Reaves	3315 NW 49 th Street, Miami, Florida 33142
Reginald Hill	100 Greenwood Place, Royal Palm Beach, Florida 33411

INCORPORATORS


Rojean Williams 100 Greenwood Place, Royal Palm Beach, Florida 33411
Registered Agent


Darryl Reaves 3315 NW 49th Street, Miami, Florida 33142


Reginald Hill 100 Greenwood Place, Royal Palm Beach, Florida 33411

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE:**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Registered Dietitians Removing Disparities, Inc., desiring to organize under the Laws of the State of Florida, hereby designate Rojean Williams as its registered agent and 100 Greenwood Place, Royal Palm Beach, Florida 33411, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

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