

No4000001582

(Requestor's Name)

Ameli Padron-Fragetta, L.L.C.

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Miami Lakes, Florida 33016
(Address)

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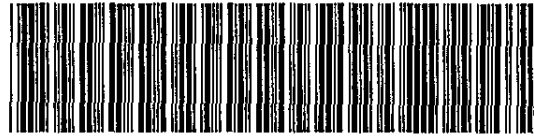
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**Articles of Incorporation
Of
B.J. Orfely Memorial Foundation, Inc.
A Florida Not-For-Profit Corporation**

Article One - Name

1. The name of this corporation shall be B.J. Orfely Memorial Foundation, Inc.

Article Two - Purposes

2. The purposes of this corporation are to engage in, assist with and contribute to the promotion of education, knowledge, literacy and other charitable endeavors, activities, and projects within the meaning of Section 501(c)(3) of the Internal Revenue Code and all other acts and things which may be necessary for, incidental to, or desirable in the accomplishment of any of the foregoing purposes.

Article Three - Authority

3.1 The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, scholarships, fellowships, or subsidies out of the net income or the principal assets of the corporation, or both, in such a manner, in such amounts, and with such frequency as the directors of the association or a committee appointed for such purpose may deem appropriate to accomplish the purposes of this corporation.

3.2 Subject to Section 3.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary, advisable, desirable, or expedient to accomplish its purposes, provided that such acts shall always be ones which are permitted or not expressly prohibited by the laws of the State of Florida.

3.3 Notwithstanding any other provisions of these Articles of Incorporation:

A) All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized;

B) No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director, or any other individual, except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, scholarships, fellowships, and similar payments or distributions made for the purposes for which the corporation was organized.

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C) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).

Article Four - Not-For-Profit

4. No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer or other individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may have been acquired by the corporation for the accomplishment of its purposes, including reimbursement for any expenses or costs advanced, paid or otherwise undertaken by the member on behalf of the corporation with the corporation's knowledge and consent. This corporation is a not-for-profit corporation governed under Florida Statutes Section 617 and other applicable Florida laws.

Article Five - Registered Office

5. The mailing address and physical location of the Registered Office of the corporation is: 736 Holly Lane, Plantation, Florida 33317.

Article Six - Directors

6.1 The initial members of the board of directors of the corporation shall be Alissa B. O. Allen and Michele Tynes-Napier. The first members shall serve as directors for a period of one year. Prior to the expiration of their one year term, and prior to the end of each subsequent term, there shall be a meeting at such time and place and in such manner as may be directed by the President of the corporation in accordance with the bylaws, to elect directors for the next term. In the event of a vacancy on the Board of Directors, the remaining board members may appoint a new director to fill such vacancy until the expiration of that term.

6.2 The management of the corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws of the corporation, and may be changed by amending the Bylaws, but shall never be less than the number required by law.

6.3 The terms of office of the directors shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws.

6.4 Any action may be taken in writing without convening a meeting therefore if it is signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided that all directors must be notified immediately of the text of the written action and the effective date. A copy of the written action must be mailed, e-mailed or facsimile transmitted to each and every director within 48 hours of the action being taken.

Article Seven - Membership

7. The corporation shall have no initial members other than the Board of Directors. If and when deemed appropriate by a majority of the board of directors, the corporation may establish bylaws by which the corporation may accept memberships. Membership may be open to persons (and to corporations or other entities) who wish to support, promote, endorse and/or otherwise advance the purposes of the corporation. Members may make recommendations and proposals to the Board of Directors, may serve on committees established by the board, and may serve in such capacities and for such time as the bylaws of the corporation and the laws of the State of Florida may provide.

Article Eight - Incorporator and Registered Agent and Registered Agent Address

The incorporator and initial Registered Agent of B.J. Orfely Memorial Foundation, Inc. is Ameli Padron-Fragetta, whose mailing and registered agent address is 7950 NW 155 Street, #206, Miami Lakes, Florida 33016.

Article Nine - Bylaws

Within 60 days of the issuance of the Certificate of Incorporation, the initial Board of Directors shall meet to draft and establish the bylaws of the corporation. The bylaws may subsequently be amended from time to time as may be deemed necessary by a majority of the board of directors.

Article Ten - Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation may be made by the Board of Directors. The amendment may be made in writing with the unanimous approval of the board members or at a regular meeting or special Board meeting called for that purpose, by majority vote of all board members qualified to vote, not by a majority of those in attendance at said meeting. A board member may vote for an amendment by proxy if unable to attend the meeting.

Article Eleven - Indemnification of Directors and Officers

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he or she may be involved by reason of their being or having been a director or officer at the time such costs and expenses are imposed or incurred. The term "costs and expenses" shall include, but shall not be limited to attorney's fees and amounts of judgments against, and amounts paid in settlement by or

on behalf of any such director or officer, other than amounts paid to the corporation itself, provided however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit, or proceeding be finally adjudged to be liable for actual misconduct in their performance of their duties as director or officer, or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding, or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the board of directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law.

Article Twelve - Distribution on Liquidation or Dissolution

8. In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the remaining property and assets of the corporation shall be distributed in such a manner as the Board of Directors of the corporation shall, by majority vote, determine. The distribution shall be made either exclusively for the purposes for which the corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, I place my hand and seal on this 15th day of January, 2004.


AMELI PADRON-FRAGETTA, Incorporator

State of Florida

County of Miami-Dade


I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Ameli Padron-Fragetta, personally known to me to be the same and who executed the foregoing Articles of Incorporation and that she acknowledged before me that she acknowledged the same.

Witness my hand and seal on the date above written.

NOTARY PUBLIC, State of Florida at Large

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Be it known that Ameli Padron-Fragetta is hereby designated as the registered agent for the corporation and that her registered office for purposes of service of process or other paper is at 7950 W 155 Street, Suite 206, Miami Lakes, Florida 33016, and that she accepts the designation as registered agent for B.J. Orfely Memorial Foundation, Inc.



Ameli Padron-Fragetta, Registered Agent
January 15, 2004

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