

Division of Corporations

# N050000014

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : LEGALZOOM  
Account Number : I20010000062  
Phone : (323) 962-8600  
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## FLORIDA NON-PROFIT CORPORATION

FROG Worldwide, Inc.

Certificate of Status	0
Certified Copy	1
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February

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Filing ARTICLES OF INCORPORATION FOR A NONPROFIT  
FROG Worldwide, Inc.

Dear Sir or Madam:

Attached for filing please find the Articles of Incorporation of the above-referenced corporation. Please process this application as quickly as possible and the confirmation letter to me either by fax at (323) 962-8300 or by email at [cindyl@legalzoom.com](mailto:cindyl@legalzoom.com).

You can also mail the articles and the certified copy to:  
Legalzoom.com, Inc.  
Attn: Cindy Ly  
7083 Hollywood Blvd. Ste. 180  
Los Angeles, CA 90028

If you have any questions, please call me at (323) 962-8600 x 241. Thank you for your help in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Cindy Ly'.

Cindy Ly  
LegalZoom.com

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**TRANSMITTAL LETTER**

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

**SUBJECT:** FROG Worldwide, 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 C  
& Certificat

**ADDITIONAL COPY REQUIRED**

**FROM:** Cindy Ly, Legalzoom.com, Inc.  
Name (Printed or typed)

7083 Hollywood Blvd. Ste. 180  
Address

Los Angeles, CA 90028  
City, State & Zip

323.962.8600 x 241  
Daytime Telephone number

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

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## ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

H0500  
05 FEB

SECRET  
TALLAH

### ARTICLE I NAME

The name of the corporation shall be:

FROG Worldwide, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14712 SW 106 Terrace

Miami, FL 33196

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

please see attached

### ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors will be appointed by M. Elizabeth Charlton

### ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Director: M. Elizabeth Charlton, 14712 SW 106 Terrace, Miami, FL 33196

Director: Matthew C. Hendriks, 14712 SW 106 Terrace, Miami, FL 33196

Director: Sharisse E. Devoh, 14712 SW 106 Terrace, Miami, FL 33196

### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

M. Elizabeth Charlton

14712 SW 106 Terrace

Miami, FL 33196

### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Cindy Ly, Legalzoom.com, Inc., 7083 Hollywood Blvd. Ste. 180, Los Angeles, CA 90028

\*\*\*\*\*

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

M. Elizabeth Charlton  
Signature/Registered Agent M. Elizabeth Charlton

Feb. 9  
Date

Cindy Ly  
Signature/Incorporator Cindy Ly, LegalZoom.com, Inc., Assistant Secretary

2/9/05  
Date

05 FEB

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SECRET  
TALLAHASSEE

Attachment to  
Articles of Incorporation of  
FROG Worldwide, Inc.

This corporation is organized exclusively for one or more of the purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The purpose for which this corporation is organized is to assist people throughout the United States and the world with educational supplies and instruction. Also provide any other educational needs to underprivileged people.

Upon the dissolution of this corporation, its assets remaining after payment of its debts and provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

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

All references to sections of the Internal Revenue Code shall include such sections as in effect on the date hereof and the corresponding section of any future federal tax code.

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