

NO50000002174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

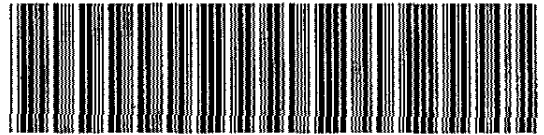
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500047115735

02/25/05--01037--013 **87.50

FILED

05 FEB 25 PM 2:35

CLERK OF STATE
TALLAHASSEE, FLORIDA

C.F. 3-2

FOX • ROTHSCHILD^{LLP}

ATTORNEYS AT LAW

MAILING ADDRESS: • P.O. Box 5231 • PRINCETON, NJ 08543-5231
PRINCETON PIKE CORPORATE CENTER • 997 LENOX DRIVE • BUILDING 3 • LAWRENCEVILLE, NJ 08648-2311
609.896.3600 • FAX 609.896.1469 • www.foxrothschild.com

JAMES E.K. RUDY
OFFICE MANAGING PARTNER

Wendy Wolff Herbert
Direct Dial: (609) 896-4583
Internet Address: wherbert@foxrothschild.com

February 24, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**Re: Articles of Incorporation of
AmeriLex Foundation Corp.**

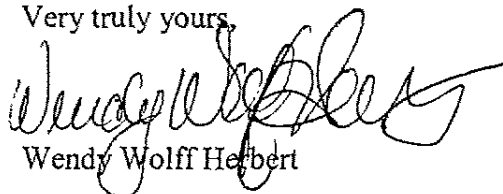
Dear Sir or Madam:

We have enclosed an original and two copies of the Articles of Incorporation of AmeriLex Foundation Corp. These documents are being provided together with our firm's check payable to the Florida Department of State in the amount of \$87.50, which represents your fees for filing the enclosed Articles of Incorporation (\$70.00) and providing the undersigned with a certified copy (\$8.75) and a Certificate of Status (\$8.75).

Please file the enclosed Articles of Incorporation and return to me a Certified Copy and a Certificate of Status. We have enclosed an addressed overnight delivery envelope for your use in returning the documents.

If you have any questions concerning this matter, please feel free to call me.

Very truly yours,



Wendy Wolff Herbert

Enclosures

cc: I. Alan Brenner, Jr.
James A. Hallihan
Craig Gallagher
Craig Fiebe
Burton J. Jaffe
Michael S. Goodman

**ARTICLES OF INCORPORATION
OF
AMERILEX FOUNDATION CORP.**

FILED
05 FEB 25 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a not for profit corporation in compliance with the requirements of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), hereby certify that:

Article I. The name of the corporation is AmeriLex Foundation Corp. (the "Corporation").

Article II. The principal place of business and mailing address of the Corporation is:

5623 U.S. 19, Suite 201
New Port Richey, Florida 34652

Article III. The Corporation is incorporated under the Act exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future Federal tax code, including, without limitation, relieving the distress of the poor, elderly or physically handicapped by construction and renovation of housing for such persons.

Article IV. The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of four (4) Directors, which number may be increased or decreased pursuant to the Corporation's bylaws. The names and addresses of the persons who are to serve as initial Directors for a minimum term of one (1) year, or until their successors shall be selected and qualified are:

<u>Name</u>	<u>Address</u>
Ian Alan Brenner, Jr.	215 Celebration Place, Suite 500 Celebration, FL 34747
James A. Hallihan	4 Lyncrest Drive Paramus, NJ 07652
Craig Gallagher	5623 U.S. 19, Suite 201 New Port Richey, Florida 34652
Craig Fiebe	5623 U.S. 19, Suite 201 New Port Richey, Florida 34652

The manner of election or appointment of Directors shall be established by the bylaws of the Corporation. In the event that, pursuant to the Bylaws of the

Corporation, the number of Trustees shall be increased, additional Trustees shall be elected or appointed in accordance with the Corporation's Bylaws.

Article V. The name and Florida street address of the Corporation's initial Registered Agent are:

Luisa Fiebe
5623 U.S. 19, Suite 201
New Port Richey, Florida 34652

Article VI. The names and addresses of the Incorporators are:

Craig Fiebe
5623 U.S. 19, Suite 201
New Port Richey, Florida 34652

Craig Gallagher
5623 U.S. 19, Suite 201
New Port Richey, Florida 34652

Article VII. The duration of the Corporation shall be perpetual.

Article VIII. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise in attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Code), and the 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry 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 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 Code, or the corresponding section of any future Federal tax code.

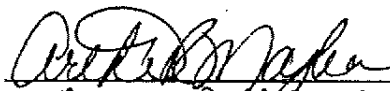
Article IX. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or shall be distributed to the


federal government or a state or local government, to be used exclusively for public purposes as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county where the registered office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

Article X. The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

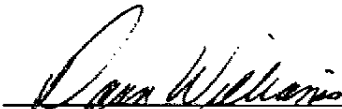
IN WITNESS WHEREOF, the Incorporators, each being over eighteen years of age, have signed these Articles of Incorporation this 23rd day of February, 2005.


WITNESS


ARTHE R MAJKA


Craig Fiebe

WITNESS


Dan Williams


Craig Gallagher

IN WITNESS WHEREOF, the Registered Agent designated to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, acknowledges that she is familiar with and accepts the obligation of her position as Registered Agent.

WITNESS


Dan Williams


Luisa Fiebe

FILED
05 FEB 25 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filed By:
Wendy Wolff Herbert, Esq.
Fox, Rothschild, O'Brien & Frankel, LLP
997 Lenox Drive
Building Three, Suite 301
Lawrenceville, New Jersey 08648-2311