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### J. DANIEL BREDE Professional Association Attorney at Law

Suite 201, East Building 1900 N. W. Corporate Blvd. Boca Raton, Florida 33431 Telephone (561) 241-8996 Facsimile (561) 241-7859 jdbrede1@ bellsouth.net

March 14, 2005

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

RE: THE JENNARO FAMILY FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Certificate of Registered Agent for the above referenced to be filed with the Secretary of State. Also enclosed is a check payable to the Secretary of State in the amount of \$78.75. Please return to us a filed copy in the enclosed envelope.

If you have any questions, please call.

Sincerely,

J. DANIEL BREDE

JDB:jmr Enclosure

#### ARTICLES OF INCORPORATION

#### OF

#### THE JENNARO FAMILY FOUNDATION, INC.

The undersigned hereby executes these Articles of Incorporation of THE JENNARO FAMILY FOUNDATION, INC., intending to form a Corporation not for profit under Florida Statute Chapter 617:

### ARTICLE ! Name

The name of this corporation is THE JENNARO FAMILY FOUNDATION, INC.

### ARTICLE II Purposes

This corporation is organized exclusively for charitable, educational and scientific purposes, 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 of 1986 or the corresponding section of any future federal tax code.

#### ARTICLE III Membership

Members of the corporation shall be individuals of legal age who will benefit the corporation by furthering its purposes. Members shall be admitted to the corporation upon majority vote of the Board of Trustees.

### ARTICLE IV Term of Existence

The corporation shall exist perpetually.

### ARTICLE V Subscribers/Mailing Address

The name and address of the Incorporator is, and the location of the Corporation's principal office, is:

VIRGINIA L. JENNARO 2321 N.E. 32<sup>nd</sup> Court Lighthouse Point, FL 33064

#### ARTICLE VI Officers

<u>Section 1</u> The officers of the corporation shall be the President, a Vice President, a Secretary and a Treasurer.

<u>Section 2</u> The officers shall be elected or appointed at the annual meeting of the Board of Trustees.

### ARTICLE VII Board of Trustees

<u>Section 1</u> The business affairs of the corporation shall be managed by the Board of Trustees.

<u>Section 2</u> The Board of Trustees set forth in Section 4 of this Article VII shall be the initial Trustees of the corporation. There shall be no less than three (3) nor more than twenty (20) Trustees.

<u>Section 3</u> Members of the Board of Trustees shall be elected and hold office in accordance with the By-Laws.

<u>Section 4</u> The names of the persons who are to serve as the initial Board of Trustees of this corporation to serve for the ensuing year, and their respective addresses, are as follows:

VIRGINIA L. JENNARO 2321 NE 32<sup>nd</sup> Court Lighthouse Point, FL 33064 GEORGENE FREEDMAN 28 Muscogee Ave., NW Atlanta, GA 30305

MARIANNE JENNARO 2321 NE 32<sup>nd</sup> Court Lighthouse Point, FL 33064 SHARYL JENNARO 2910 NE 46<sup>th</sup> St. Lighthouse Point, FL 33064

### ARTICLE VIII By-Laws

<u>Section 1</u> The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Trustees.

<u>Section 2</u> The By-Laws may be made, amended or rescinded by a majority vote of the Board of Trustees.

#### ARTICLE IX Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees.

### ARTICLE X Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered nor to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

### ARTICLE XI Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Trustees to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Broward County, Florida, or any other court having jurisdiction over this corporation in regard to its dissolution.

### ARTICLE XII Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

### ARTICLE XIII Registered Office and Agent

The street address of the registered office of this Corporation is:

VIRGINIA L. JENNARO 2321 NE 32<sup>nd</sup> Court Lighthouse Point, FL 33064

IN WITNESS WHEREOF, these Articles of Incorporation of THE JENNARO FAMILY FOUNDATION, INC., have been executed by the Incorporator of this corporation this 8<sup>th</sup> day of March , 2005.

VIŖĞINIA L. JENNARO

STATE OF FLORIDA )
ss
COUNTY OF PALM BEACH )

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared VIRGINIA L. JENNARO personally known to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 8th day of March, 2005.

Notary Public

My Commission Expires:

J Daniel Brede
My Commission DD348123
Expires November 01, 2008

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## FILED

#### DESIGNATION OF REGISTERED AGENT

#### FOR

#### THE JENNARO FAMILY FOUNDATION, INC.

Pursuant to Chapter 617.023, Florida Statutes, the following is submitted:

THE JENNARO FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Lighthouse Point, County of Broward, State of Florida, has named: VIRGINIA L. JENNARO, 2321 NE 32<sup>nd</sup> Court, Lighthouse Point, Florida 33064 as its agent for service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

IRGINIA L JENNARO