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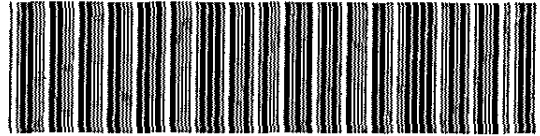
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J. Shivers JUL 20 2005

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ATTORNEYS AT LAW

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July 19, 2005

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: SDSBS GIVING B.A.C.K., INC.

Dear Sir/Madam:

Enclosed, for filing, is an original and copy of Articles of Incorporation for the above proposed nonprofit corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fees as follows:

Filing Fee	\$35.00
Agent Fee	35.00
Certified copy	<u>8.75</u>
Total	\$78.75

After the Articles have been filed, kindly return the certified copy to the undersigned in the envelope provided.

Sincerely,


GINA C. MONACO-LAURITA
Paralegal

GCM
Enclosures

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SDSBS GIVING B.A.C.K., INC.

THE UNDERSIGNED, desiring to form a nonprofit Corporation in compliance with the requirements of Section 617.0202 of the Florida Not For Profit Corporation Act (the "Act"), hereby certifies that:

1. The name of the Corporation is:

SDSBS GIVING B.A.C.K., INC.

2. The street and mailing address of the initial principal office of the Corporation is:

2139 Palm Beach Lakes Boulevard
West Palm Beach, FL 33409

3. The Corporation is incorporated for the following purposes:

Activities consistent with charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future Federal tax code, including, without limitation, to provide financial assistance to members of the community requiring such assistance to meet their needs of daily living.

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4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 purposes set forth in the preceding paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future Federal tax code.

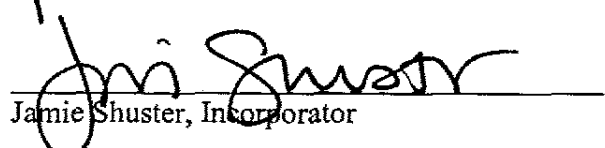
5. Upon the dissolution of the Corporation, its assets shall be distributed exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code, or corresponding provision of any future Federal tax 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 as directed by the 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.
6. The method of election of trustees shall be as stated in the by-laws of the Corporation.
7. The name and Florida street address of the Corporation's initial registered agent are:

Laurie J. Briggs
2139 Palm Beach Lakes Boulevard
West Palm Beach, FL 33409.

8. The Corporation shall not have members.
9. The name and street address of the sole Incorporator are:

Jamie Shuster, Esquire
Fox Rothschild LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation this 18th day of July, 2005.



Jamie Shuster, Incorporator

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and

accept the appointment as Registered Agent and agree to act in this capacity.

Laurie J. Briggs

Laurie J. Briggs, Registered Agent

Dated: *July 14, 2005*

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