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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

UDONIS HASLEM CHILDREN'S FOUNDATION, INC.

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C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is **BARBARA WOOTEN**, and the street address of the Corporation's initial registered agent is 6637 Boxwood Drive, Miramar, Florida 33023.

ARTICLE X. INCORPORATOR

The name of the sole incorporator of the Corporation is **BARBARA WOOTEN** and the address of such incorporator is 6637 Boxwood Drive, Miramar, Florida 33023.

ARTICLE XI. CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

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ARTICLE XII.
DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XIII.
NO MEMBERS

The Corporation shall not have Members.

ARTICLE XIV.
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XV.
BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

ARTICLE XVI.
AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

The undersigned executes these Articles of Incorporation of UDONIS HASLEM CHILDREN'S FOUNDATION, INC. this 11 day of August, 2005.


BARBARA WOOTEN, Incorporator

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CONSENT OF REGISTERED AGENT
OF
UDONIS HASLEM CHILDREN'S FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, BARBARA WOOTEN, having been named as registered agent to accept service of process for UDONIS HASLEM CHILDREN'S FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


BARBARA WOOTEN
Registered Agent

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