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(Requestor's Name)

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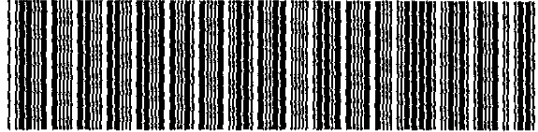
(Business Entity Name)

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**FILED**  
06 FEB -6 PM 1:57  
TALLAHASSEE, FLORIDA

J. M. ... FEB 09 2006

**AIMABLE THEODORE FOUNDATION, INC.**

**719 NE 86<sup>th</sup> Street**

**Suite 3**

**Miami, Florida 33138**

December 15, 2005

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

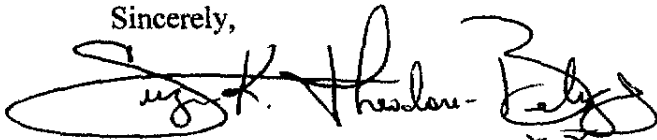
Transmittal Letter

**Proposed Corporate Name:** Aimable Theodore Foundation, Inc.

Enclosed is an original and (1) copy of the article of incorporation and a check for:

- (i) \$87.50 – Filing Fee, certified copy & Certificate of status

Sincerely,



Suzane Belizaire  
Director

12/25/05

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 FEB -6 PM 1:58

FILED

**ARTICLE OF INCORPORATION  
Of  
AIMABLE THEODORE FOUNDATION, INC.**

Pursuant to the provisions of section 617.100 of the Florida Statutes, this Florida Not For Profit Corporation the undersigned adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is AIMABLE THEODORE FOUNDATION, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is 719 N.E. 86<sup>th</sup> Street, Suite #3 Miami Florida 33138. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the not-for-profit corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr  
Kerr & Kerr LLP  
9924 SW 156 Ct.  
Dade County  
Miami, FL 33196

SECRET  
TALLAHASSEE, FLORIDA

06 FEB -6 PM 1:58

FILED

Having been named as registered agent to accept service of process for the above stated not-for-profit Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Bryan S. Kerr, Partner  
KERR & KERR LLP

12-15-05  
Date

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**ARTICLE OF INCORPORATION  
Of  
AIMABLE THEODORE FOUNDATION, INC.**

**ARTICLE IV  
EXEMPT PURPOSE**

The exempt purpose of the not-for-profit corporation is charitable, educational, and communal and will conduct activities that promote:

- relief of the poor, the distressed and/or the underprivileged,
- family stability,
- the lessening of neighborhood tensions,
- the defense of civil rights secured by law,
- the growth of community development,
- all lawful business for which corporations may be incorporated under the by-laws of the state of Florida

**ARTICLE V  
DURATION**

The duration of the not-for-profit corporation shall be perpetual.

**ARTICLE VI  
OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the not-for-profit corporation shall be as set forth in the by-laws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the not-for-profit corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLE VIII  
MANAGEMENT**

The business of the corporation shall be conducted under the exclusive management of its members who shall vote according to the guidelines set forth in the by-laws and shall have

**ARTICLE OF INCORPORATION  
Of  
AIMABLE THEODORE FOUNDATION, INC.**

exclusive authority to act for the corporation in all matters. The names and addressees of each Manager or Managing member and initial board of directors are:

**Suzanne Belizaire**  
Director  
719 N.E. 86<sup>th</sup> Street  
Suite 3  
Miami, FL 33138

**Nikia Williams**  
Director  
719 N.E. 86<sup>th</sup> Street  
Suite 3  
Miami, FL 33138

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the members and as set forth in the by-laws of the not-for-profit corporation from time to time and at each annual meeting at which directors are to be elected

**ARTICLE IX  
LIABILITY OF DIRECTORS AND MEMBERS**

To the fullest extent permitted by law, no director or member of this not-for-profit corporation shall be personally liable to the not-for-profit corporation for monetary damages, for breach of any duty owed to the not-for-profit corporation, except that a director or member may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the director or member derives an improper personal benefit.

Any director, officer, or member who is involved in litigation or other proceedings because of his or her position as a director or officer of this not-for-profit corporation shall be indemnified and held harmless by the not-for-profit corporation fully permitted by law.

**ARTICLE X  
CONTINUATION**

The remaining members of the not-for-profit corporation by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event, which terminates the continued membership of a member in this not-for-profit corporation. Members cannot enter into business that is of the same nature of Aimable Theodore Foundation, Inc.

**ARTICLE OF INCORPORATION  
Of  
AIMABLE THEODORE FOUNDATION, INC.**

**ARTICLE XI  
ADMISSION OF MEMBERS.**

Additional members may be admitted to this not-for-profit corporation only upon such terms as stated in the by-laws.

**ARTICLE XII  
OTHER PROVISIONS**

Operation - Because a substantial portion of this organization activities must further its exempt purpose, certain other activities are prohibited or restricted including but not limited to the following activities. This not-for-profit corporation:

- Must absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.
- Must restrict its lobbying activities to an insubstantial part of its total activities.
- Must ensure that its earnings do not inure to any private shareholder or individual.
- Must not operate for the benefit of private interests such as those of the founders, the founders' family, its shareholders, or persons controlled by such interest.
- Must not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose.
- May not propose or engage in activities that are illegal or violate fundamental public policy.
- Must not act in such a manner that would result in the loss of exempt status.

Distribution of assets upon dissolution – Upon dissolution of this not-for-profit corporation, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Conflict of Interest - In connection with any actual or possible conflict of interest, provisions as set forth in the by-laws of the not-for-profit corporation will prevail. An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees.

**ARTICLE XIII  
INCORPORATOR**

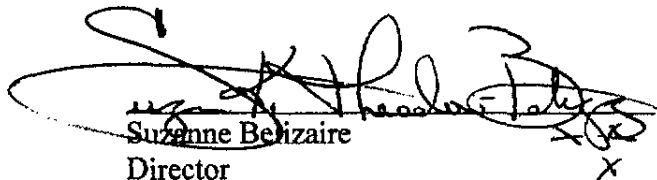
The incorporators of this not-for-profit corporation are:

**ARTICLE OF INCORPORATION  
Of  
AIMABLE THEODORE FOUNDATION, INC.**

**Suzane Belizaire**  
Director  
719 N.E. 86<sup>th</sup> Street  
Suite 3  
Miami, FL 33138

**Nikia Williams**  
719 N.E. 86<sup>th</sup> Street  
Suite 3  
Miami, FL 33138

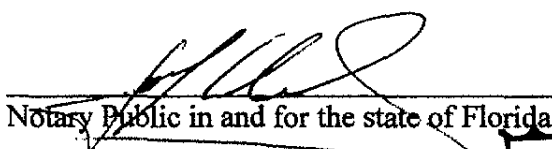
The undersigned incorporators certify both that they executed these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in The Florida Statutes as if this document had been executed under oath. We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.

  
Suzanne Belizaire  
Director

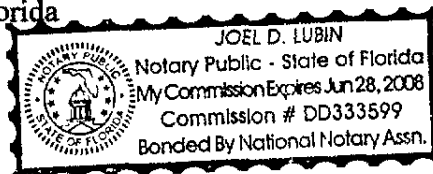
State of Florida,  
County of Dade,

Before me, the undersigned authority, on this day personally appeared Suzanne Belizaire. This individual presented Florida ID No. \_\_\_\_\_ or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 16<sup>th</sup> day of Jan, 2006

  
Notary Public in and for the state of Florida

My Commission Expires:



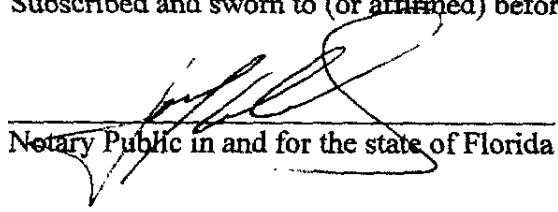
**ARTICLE OF INCORPORATION  
of  
AIMABLE THEODORE FOUNDATION, INC.**

  
\_\_\_\_\_  
Nikia Williams  
Director

State of Florida,  
County of Dade,

Before me, the undersigned authority, on this day personally appeared Nikia Williams. This individual presented Florida ID No. \_\_\_\_\_ or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 16th day of Jan, 2006

  
\_\_\_\_\_  
Notary Public in and for the state of Florida

