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FLORIDA PROFIT/NON PROFIT CORPORATION

i believe foundation, inc.

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**ARTICLES OF INCORPORATION**  
**- OF -**  
**I BELIEVE FOUNDATION, INC.**

THIS INSTRUMENT PREPARED BY:  
JAY KOENIGSBERG, ESQUIRE  
ISICOFF, RAGATZ & KOENIGSBERG  
1200 BRICKELL AVENUE, SUITE 1900  
MIAMI, FLORIDA 33131  
FLORIDA BAR NO. 435740

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**ARTICLES OF INCORPORATION  
- OF -  
I BELIEVE FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be I BELIEVE FOUNDATION, INC. hereinafter referred to as the "Foundation" or the "corporation."

**ARTICLE II - PURPOSE**

The Foundation is organized exclusively for charitable, religious, 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, or the corresponding section of any future federal tax code and Florida Statutes Section 617.0835, or the corresponding Section of any future Florida Statutes.

This Foundation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of Florida, including but not limited to those enumerated in Florida Statutes Section 617.0302. However, no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation 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 Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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, the Foundation 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, this Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation.

THIS INSTRUMENT PREPARED BY:  
JAY KOENIGSBERG, ESQUIRE  
ISCOFF, RAGATZ & KOENIGSBERG  
1200 BRICKELL AVENUE, SUITE 1900  
MIAMI, FLORIDA 33131  
FLORIDA BAR NO. 435740

### ARTICLE III - MEMBERSHIP

The Foundation shall have one class of membership, Class A Voting Members.

### ARTICLE IV - EXISTENCE

The Foundation shall have perpetual existence.

### ARTICLE V - DIRECTORS

The affairs of the Foundation shall be managed by a Board of Directors, which shall initially have three (3) Directors, which number may be increased or decreased from time to time, but shall never have fewer Directors than the number of Directors required by Florida Law, without limitation, Florida Statutes Section 617.0803, as same may be hereafter modified, supplemented or replaced.

The names and addresses of the members of the first Board of Directors of the Foundation (which shall initially be three), who shall hold office until the first election and thereafter until successors are duly elected and have taken office is as follows:

| <u>Name</u>              | <u>Address</u>                                |
|--------------------------|---|
| Kathy Lasseter           | 417 Laguna Avenue<br>Key Largo, Florida 33037 |
| KENNETH C. LASSETER, MD. | 417 Laguna Avenue<br>Key Largo, Florida 33037 |
| FRANK GRAVES             | 417 Laguna Avenue<br>Key Largo, Florida 33037 |

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the Voting members of the Foundation at the annual meeting of the Voting Membership as provided by the By-Laws of the Foundation, and the By-Laws shall provide for the method of voting in the election and for the removal from office of Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Voting Members, and thereafter until qualified successors are duly elected and have taken office.

If a Director elected by the general Voting Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

#### ARTICLE VI - OFFICERS

The Foundation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Foundation, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors annually for terms of one year and until qualified successors are duly elected and have taken office.

#### ARTICLE VII - BY-LAWS

The By-Laws of the Foundation may be made, altered, or rescinded at any regular meeting of the Directors, or any special meeting duly called for such purpose, upon the vote of the Directors as provided in the By-Laws, except that the initial By-Laws of the Foundation shall be made and adopted by the first Board of Directors in its organizational action.

#### ARTICLE VIII - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Foundation or by Voting Members of the Foundation holding one-third (33-1/3%) of the voting rights in the Class A Voting Membership. These Articles may be amended at any regular meeting of the Board, or at any special meeting of the Board duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the Directors present at a meeting at which a quorum is present.

#### ARTICLE IX - INCORPORATOR

The names and addresses of the incorporator and subscriber to these Articles of Incorporation are:

| <u>Name</u>     | <u>Address</u>   |
|-----------------|--|
| JAY KOENIGSBERG | 1200 Brickell Avenue<br>Suite 1900<br>Miami, Florida 33131 |

#### ARTICLE X - REGISTERED AGENT

The initial registered office of this corporation shall be:

1200 Brickell Avenue  
Suite 1900  
Miami, Florida 33131

with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

JAY KOENIGSBERG, ESQUIRE

**ARTICLE XI - PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the corporation shall be:

417 Laguna Avenue  
Key Largo, Florida 33037

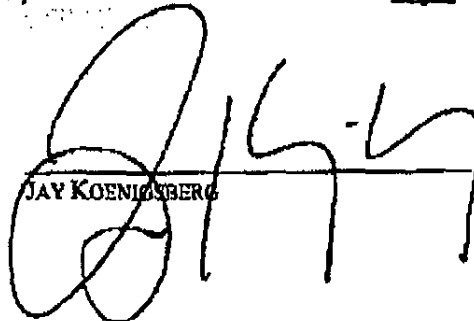
**ARTICLE XII - DEDICATION OF PROPERTY**

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XIII - DISSOLUTION**

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section 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 by a Court of Competent Jurisdiction of in Miami-Dade County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the said incorporator has set his hand and seal this 19<sup>th</sup> day of January, 2007.

  
JAY KOENIGSBERG

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STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2007, by Jay Koenigsberg who is personally known to me or produced \_\_\_\_\_ as identification.

*Rita D. Robinson*  
Notary Public, State of Florida

My commission Expires:



**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for **I BELIEVE FOUNDATION, INC.**, named in the foregoing Articles of Incorporation.

*Jay Koenigsberg*  
JAY KOENIGSBERG

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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