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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 23, 2007

PAUL R. ALFIERI  
2401 W. CYPRESS CREEK ROAD  
FT. LAUDERDALE, FL 33309

SUBJECT: FIDELIS FOUNDATION, INC.  
Ref. Number: N07000001170

We have received your document for FIDELIS FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please check the spelling of the last name for registered agent and incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 107A00051030

**PAUL R. ALFIERI**  
ATTORNEY AND COUNSELOR AT LAW

2401 W. CYPRESS CREEK ROAD  
FT. LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 315-4315  
FACSIMILE: (954) 301-2622

EMAIL: PRA@Comcast.net

August 15, 2007

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

Reference: Fidelis Foundation, Inc., a Not-For-Profit Corporation  
Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed are the fully executed original and one copy of the Restated Articles of Incorporation for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fee.

Please return a certified copy of the Restated Articles of Incorporation filed with the Division of Corporations to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/pjc  
Encl.

**PAUL R. ALFIERI**  
ATTORNEY AND COUNSELOR AT LAW

2401 W. CYPRESS CREEK ROAD  
FT. LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 315-4315  
FACSIMILE: (954) 301-2622

EMAIL: PRA@Comcast.net

August 28, 2007

Ms. Carol Mustain  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Fidelis Foundation, Inc.  
Reference #: N07000001170

Dear Ms. Mustain:

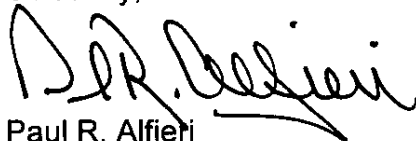
I am returning to your attention the fully executed and one (1) copy of the Restated Articles of Incorporation of Fidelis Foundation, Inc. for filing with the Division of Corporations.

In accordance with our telephone conversation today and our review of the statements contained in the certificate of the Restated Articles of Incorporation you agreed that the requirements of Florida State Statute 617.1007 were met and that you would retroactively date the Restated Articles of Incorporation as of the date they were initially received by the Division of Corporations.

I have made the necessary change to the name of the registered agent and incorporator and appreciate you pointing that out to me.

Please advise if you require any additional information to process our request.

Sincerely,

  
Paul R. Alfieri

PRA/pjc

Enclosure

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**FIDELIS FOUNDATION, INC.**

The undersigned pursuant to applicable provisions of the Florida Not For Profit Corporation Act, hereby adopts the following Restated Articles of Incorporation:

**ARTICLE ONE**

**NAME**

The name of this corporation shall be Fidelis Foundation, Inc.

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the initial principal office of the corporation shall be 4250 NW 43 Street, Coconut Creek, Florida 33073.

**ARTICLE THREE**

**PURPOSES AND POWERS**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, providing training and advancement in equitation and equine assisted therapy and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) 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.

**ARTICLE FOUR**

**NONDISCRIMINATORY POLICY**

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

**FILED**  
**07 AUG 20 PM 1:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE FIVE**

**DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the corporation.

**ARTICLE SIX**

**TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE SEVEN**

**BYLAWS**

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded by a majority vote of the board of directors present at any regular or special meeting called for that purpose.

**ARTICLE EIGHT**

**AMENDMENTS**

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

**ARTICLE NINE**

**REGISTERED AGENT**

The registered agent upon whom service of process against this corporation may be made is Joseph Altschul. The registered agent and the corporation's registered office are located at 2717 W. Cypress Creek Road, Ft. Lauderdale, Florida 33309.

**ARTICLE TEN**

**INCORPORATOR**

The name and mailing address of the incorporator is Joseph E. Altschul, Esquire who is located at 2717 W. Cypress Creek Road, Ft. Lauderdale, Florida 33309.

**ARTICLE ELEVEN**

**EARNINGS AND ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III hereof. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE TWELVE**

### **DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the corporation is 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.

### **CERTIFICATE**

1. This restatement contains amendments to the articles of incorporation that do not require member approval.
2. The restated articles of incorporation as set forth above constitute all of the articles of incorporation of Fidelis Foundation, Inc. as amended.
3. The date of adoption of the amendments was July 31<sup>st</sup>, 2007.
4. The amendments and the restated articles of incorporation were adopted by the board of directors and the number of votes cast were sufficient for approval.

**IN WITNESS WHEREOF** we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the State of Florida, this 31<sup>st</sup> day of July, 2007.

  
\_\_\_\_\_  
Genarino DeStefano, President

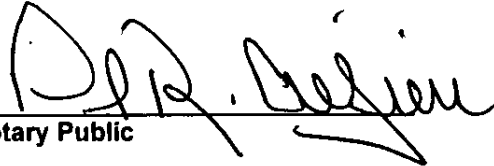
Attested to:

  
\_\_\_\_\_  
Margaret DeStefano, Secretary

**STATE OF FLORIDA  
COUNTY OF BROWARD**

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, Gennarino DeStefano, President of Fidelis Foundation, Inc., known to me to be the person who executed the foregoing Restated Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 31<sup>st</sup> day of July, 2007.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

