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FLORIDA PROFIT/NON PROFIT CORPORATION

4 GIRLS FOUNDATION, INC.

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Florida Dept of State



December 10, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CARLTON FIELDS

SUBJECT: 4 GIRLS FOUNDATION, INC.  
REF: W07000059747

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
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**ARTICLES OF INCORPORATION  
OF  
4 GIRLS FOUNDATION, INC.  
(a Florida Not For Profit Corporation)**

The undersigned, acting as Incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 17 of the Florida Statutes (the "Act").

**ARTICLE I  
NAME**

The name of the corporation is 4 GIRLS FOUNDATION, INC. (hereinafter called the "Foundation"). The principal place of business and mailing address is 7620 North Cypresshead Drive, Parkland, Florida 33067.

**ARTICLE II  
PURPOSES**

The Foundation is formed and organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States tax laws (hereinafter, collectively referred to as the "Code").

The Foundation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the Act, provided, that the existence of such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Foundation.

**ARTICLE III  
DURATION**

The period of the Foundation's duration is perpetual.

**ARTICLE IV  
BOARD OF DIRECTORS**

The Board of Directors of the Foundation (a) shall be the governing body of the Foundation, (b) shall direct and govern the affairs of the Foundation and the disposition of its property, and (c) shall be appointed as provided in the Bylaws of the Foundation. In all respects, the number of directors, the manner of their appointment or election, and the duration of their term shall be set forth in the Bylaws of the Foundation, and may be changed from time to time by amendment to,

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or in the manner provided in, the Bylaws, but no decrease in the number of the directors shall have the effect of shortening the term of any incumbent director and in no event shall be less than three (3) directors. The initial Board of Directors shall be three (3) and shall be named in the Bylaws of the Foundation.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The initial registered agent of the Corporation is CFRA, LLC, and the street address of the initial registered office is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

**ARTICLE VI**  
**INCORPORATOR**

The name of the Incorporator is Eileen Trautman, Esq., c/o Carlton Fields P.A., 100 S.E. 2<sup>nd</sup> Street, Suite 4000, Miami, Florida 33131.

**ARTICLE VII**  
**DIVIDENDS, DISTRIBUTIONS**  
**AND LOBBYING AND POLITICAL ACTIVITIES**

No part of the net earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation, or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Foundation and expenses may be reimbursed or paid in furtherance of one or more of its purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h)), and the Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE VIII**  
**NO SHAREHOLDERS OR MEMBERS**

The Foundation shall not have authority to issue capital stock.

The Foundation shall have no members. The property, affairs, and business of the Foundation shall be managed and conducted by a Board of Directors which shall have and exercise all of the powers of the Foundation, shall make all bylaws, rules, and regulations for the governing of the Foundation, direct the management of its affairs and the election of its officers, and which may repeal, alter, or amend such bylaws, rules, and regulations as they deem proper for the management of the affairs of the Foundation.

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**ARTICLE IX**  
**CHARITABLE STATUS**

Notwithstanding any other provision of this Certificate of Incorporation, the Foundation shall not carry on, conduct, engage, participate, or intervene in (a) any activity or transaction not permitted to be conducted or carried on by an organization exempt from taxation under Code Sections 501(c)(3) and 509(a), and the regulations thereunder, or by any organization, contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2), and the regulations thereunder, or (b) any activity or transaction which would result in the loss by the Foundation of its status as a Code Section 509(a) organization. The use, directly or indirectly, of any part of the Foundation's assets in any such activity or transactions is hereby expressly prohibited.

**ARTICLE X**  
**PRIVATE FOUNDATION**

Notwithstanding any other provision of this Certificate of Incorporation, if the Foundation shall be, or shall be deemed to be, a private foundation, as described in Code Section 509(a), then (a) the Foundation shall make distributions at such time and in such manner as not to subject the Foundation to tax under Code Section 4942, and (b) the Foundation is expressly prohibited from engaging in any act of self-dealing, as defined in Code Section 4941(d), from retaining any excess business holdings, as defined in Code section 4943(c), from making any investments in such manner as to subject the Foundation to tax under Code Section 4944, and from making any taxable expenditures, as defined in Code Section 4945(d).

**ARTICLE XI**  
**DISSOLUTION**

In the event the Foundation is dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute the remaining assets of the Foundation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at that time have purposes similar to those of the Foundation, and which qualify as charitable organizations under Code Section 501(c)(3).

**ARTICLE XII**  
**INDEMNIFICATION**

To the fullest extent permitted by the Act, the Foundation shall indemnify any director or officer of the Foundation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding because

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the person is or was a director or officer, and shall advance to such person such reasonable expenses as are incurred by him or her in connection therewith. The rights of directors or officers set forth in this Article shall not be exclusive of any other right which directors or officers may have or hereafter acquire relating to the subject matter hereof. To the fullest extent permitted by the Act, the Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Foundation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Foundation would have the power to indemnify him or her against that liability pursuant to the applicable provisions of the Act, all as permitted by the Act. As used in this Article, the term "director" shall mean any person who is or was a director of the Foundation and any person who, while a director of the Foundation, is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Foundation or of another foreign or domestic Foundation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "officer" shall mean any person who is or was an officer of the Foundation and any person who, while an officer of the Foundation, is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Foundation or of another foreign or domestic Foundation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereto set my name on this 7 day of December, 2007.

  
Eileen Trautman, Incorporator

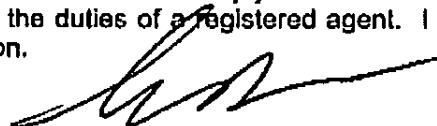
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for 4 Girls Foundation, Inc. in the foregoing Articles of Incorporation, I, Eileen Trautman, on behalf of CFRA, LLC, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



Eileen Trautman  
Authorized Representative

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