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Division of Corporations

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Prosperity Pathways Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
PROSPERITY PATHWAYS FOUNDATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Florida law.

ARTICLE I

Name and Address

- (a) The name of the corporation shall be **Prosperity Pathways Foundation, Inc.**
- (b) The street address of the initial principal office of the corporation shall be 1015 10th Street, Lake Park, Florida, 33403.
- (c) The mailing address of the corporation shall be 1015 10th Street, Lake Park, Florida, 33403.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence.

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ARTICLE III

Definition

For purposes of these Articles, the term "Code" shall refer to the Internal Revenue Code of 1986, as it may be amended. Any reference to a provision of the Code shall be considered to include

- (a) A reference to the corresponding provision of any future tax laws, and
- (b) A reference to all relevant regulations and rulings promulgated with respect to that provision.

ARTICLE IV

Purposes

(a) This corporation is being organized for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code.

(b) The corporation is intended to be a private operating foundation, as described in Section 4942(j)(3) of the Code. It shall at all times be operated in a manner which meets all requirements imposed by Section 4942(j)(3) of the Code.

ARTICLE V

Restrictions

Despite any contrary provision of these Articles:

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(a) The corporation shall not engage in any activities which are not in furtherance of the purposes set out in Article IV above.

(b) No part of the net earnings of the Corporations shall inure to the benefit of any member, director, officer, shareholder, or other private individual, except that reasonable compensation may be paid for services rendered to the Corporation which relate to the carrying out of its purposes.

(c) No member, director, or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(d) No substantial part of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise. The Corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities which would characterize it as an "action" organization under applicable regulations of the Department of the Treasury.

(e) The corporation shall not engage in any activity which gives rise to liability for a tax imposed under Sections 4941, 4943, 4944, or 4945 of the Code.

(f) The corporation shall never be controlled, directly or indirectly, by any "disqualified person" as defined in Section 4946 of the Code.

(g) The corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code or for an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE VI

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE VII

Members

- (a) The corporation shall have one class of members.
- (b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the corporation.

ARTICLE VIII

Directors

- (a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.
- (b) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Randall S. Simoes	1015 10 th Street Lake Park, Florida 33403
Gregory Hall	1015 10 th Street Lake Park, Florida 33403

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Bill Hochstettler

1015 10th Street
Lake Park, Florida 33403

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE IX

Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE X

Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

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ARTICLE XI

Dissolution

Upon the dissolution of the Corporation or the final liquidation of its assets, no assets shall be distributed to members or shareholders. Instead, all remaining assets of the Corporation shall be distributed in one or more of the following ways:

- (a) to one or more organizations which are described in Section 501(c)(3) of the Internal Revenue Code;
- (b) to the Federal government;
- (c) to a state or local government, for a public purpose; or
- (d) by order of court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation has been organized.

ARTICLE XII

Registered Office and Registered Agent

- (a) The street address of the corporation's initial registered office is 1015 10th Street, Lake Park, Florida, 33403.
- (b) The name of the corporation's initial registered agent at that address is Randall S. Simoes.

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ARTICLE XIII

Incorporator

The name and address of the incorporator of the corporation is as follows:

Randall S. Simoes
1015 10th Street
Lake Park, Florida 33403

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on March 19,

2008.

A handwritten signature in black ink, appearing to read 'R. Simoes', is written over a horizontal line.

Randall S. Simoes

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.


Randall S. Simoes, Registered Agent

Date: 3/19/08, 20__

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