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SECRETARY OF STATE

Richard D. Lyons J.D., M.B.A riyons@lyons-law.com

Kevin M. Lyons Also Member of N.Y. Bar klyons@lyons-law.com

Monica A. Vondruska
Board Certified Wills, Trusts and Estates
L.L.M, in Taxation
mvondruska@lyons-law.com



October 7, 2008

Via Federal Express

Florida Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Re: Conformatio Wealth Forum, Inc.

Proposed Florida not-for-profit corporation Certified copy and certificate of status requested

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Conformatio Wealth Forum, Inc. for filing as a Florida not-for-profit corporation. Also enclosed, please find a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) for the filing fee, certified copy and certificate of status.

Please return the certified copy of the filed Articles of Incorporation and the Certificate of Status to me in the enclosed envelope.

If you have any questions, please feel free to call me.

Yours truly,

LYONS & LYONS, P.A.

Monica V. Lyons

For the firm

Enc.

The Business & Law Building 27911 Crown Lake Blvd. Suite 201 Bonita Springs, Florida 34135 Phone: (239) 948-1823

Fax: (239) 948-1826 www.lyons-law.com

## ARTICLES OF INCORPORATION OF

## CONFORMATIO WEALTH FORUM, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation is as follows:

## CONFORMATIO WEALTH FORUM, INC.

**Article 2. Address.** The address of the principal office and the mailing address of the Corporation is Wexford Business Suites, 27911 Crown Lake Boulevard, Suite 249, Bonita Springs, Florida, 34135.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 27911 Crown Lake Boulevard, Suite 209, Bonita Springs, Florida, 34135, and the name of its initial Registered Agent at that address is L&L PARA, Ltd. Co., a Florida limited liability company.

Article 4. Not For Profit. The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to or for the benefit of its members, trustees, Directors, 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 herein. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

**Article 5. Purposes.** The Corporation is organized exclusively as a not-for-profit corporation, and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the code.



**Article 6. Powers.** Solely for the foregoing Purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.
- D. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Article 7. Tax Exempt Status. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section

170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not participate in the carrying on of propaganda, or otherwise attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 8. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for religious, charitable or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 9. Board of Directors and Manner of Election. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The election of directors shall be in the manner and at the times set forth in the Bylaws.

**Article 10. Officers.** The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

**Article 11. Incorporator.** The name and street address of the Incorporator is as follows:

Monica V. Lyons 27911 Crown Lake Boulevard, Suite 201 Bonita Springs, Florida 34135 **Article 12. Bylaws.** The Bylaws of the Corporation are to be made and adopted by majority vote of the Board of Directors, and may be altered, amended or rescinded by majority vote of the Board of Directors.

**Article 13. Amendment.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by majority vote of the Board of Directors.

Article 14. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on October 7, 2008.

Monica V. Lyons, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

IN WITNESS WHEREOF, the undersigned Registered Agent has signed these Articles of Incorporation on Description, 2008.

L&L PARA, Ltd. Co., Registered Agent By:

Monica V. Lyons

Title: Manager