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TALLAHASSEE, FLORIDA

VA

## COVER LETTER

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

**SUBJECT:** THE NOBLE CAUSES FOUNDATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** SHAR-ANN R CALLAHAN  
Name (Printed or typed)

STE 1700, 200 E LAS OLAS BOULEVARD  
Address

FORT LAUDERDALE, FL 33301  
City, State & Zip

954-713-7635  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

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AND  
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09 FEB 24 PM 4: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE NOBLE CAUSES FOUNDATION, INC.**

**(A Florida Not For Profit Corporation)**

The undersigned incorporator to these Articles of Incorporation forms a corporation under the laws of the State of Florida and the Florida Not For Profit Corporation Act.

**ARTICLE I**

**NAME**

The name of this corporation shall be: **THE NOBLE CAUSES FOUNDATION, INC.** ("Corporation").

**ARTICLE II**

**PURPOSE**

The Corporation is a not for profit corporation formed pursuant to the Florida Not For Profit Corporation Act. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation's purpose shall also include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall have, without limitation, the power to do, alone, or in cooperation with other organizations or persons, any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of the purposes of the Corporation. References in these Articles of Incorporation to Sections of the Code shall be deemed to include the corresponding provisions of any subsequent federal tax laws.

**ARTICLE III**

**EARNINGS AND ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 above. No substantial part of

the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation 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. Regardless of any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by 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. In addition, this Corporation shall not, except to the extent permitted by law including federal tax law, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **ARTICLE IV**

##### **DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V**

##### **MEMBERSHIP/STOCK**

The Corporation shall have no members and shall not issue capital stock.

#### **ARTICLE VI**

##### **MANAGEMENT**

Except as otherwise provided by law, or in the Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation be exercised by the Board of Directors of the Corporation.

## **ARTICLE VII**

### **TERM OF EXISTENCE**

The Corporation shall exist in perpetuity unless sooner dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Office of Secretary of State.

## **ARTICLE VIII**

### **INITIAL PRINCIPAL OFFICE**

The initial street address and mailing address of the principal office of this Corporation in the State of Florida shall be c/o John Noble, 2310 NE 32<sup>nd</sup> Court, Lighthouse Point, Florida 33064.

## **ARTICLE IX**

### **INITIAL REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and Office of this Corporation shall be:

John Noble  
2310 NE 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064

## **ARTICLE X**

### **DIRECTORS**

The Bylaws shall govern the manner in which directors are elected or appointed. The Board of Directors shall never have less than two (2) directors. The following shall constitute the initial directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

John Noble  
2310 NE 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064

Anjali Noble  
2310 NE 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064

**ARTICLE XI**

**AMENDMENT**

These Articles of Incorporation may be altered or amended only by a majority vote of the Board of Directors of the Corporation, but any alteration shall be consistent with the purposes of the Corporation as set forth above.

**ARTICLE XII**

**DEDICATION OF ASSETS**

The property of the Corporation is irrevocably dedicated to exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as proper purposes of an exempt organization under Section 501(c)(3) of the Code, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer or to the benefit of any private individual.

**ARTICLE XIII**

**INDEMNIFICATION**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XIV**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

John Noble  
2310 NE 32<sup>nd</sup> Court  
Lighthouse Point, Florida 33064

The undersigned has executed these Articles of Incorporation this 11 day of Feb, 2009.


  
\_\_\_\_\_  
JOHN NOBLE, Incorporator

**ACCEPTANCE OF APPOINTMENT**

**OF**

**REGISTERED AGENT**

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 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 obligations of my position as registered agent.

  
\_\_\_\_\_  
**JOHN NOBLE**

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