

**N09000005884**

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Morris & Shirley Sutton Foundation, Inc.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**

*The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:*

**ARTICLE I NAME**

The name of the corporation shall be:

**Morris & Shirley Sutton Foundation, Inc.**

**ARTICLE II PRINCIPAL**

**Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

**Morris & Shirley Sutton Foundation, Inc.  
20165 NE 39th Place #702  
Aventura, FL 33180**

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**ARTICLE III PURPOSE(S)**

**The corporation will make charitable donations to other charitable organizations, specifically those that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. To that end, the corporation shall have the power to conduct fundraising activities and solicit donations in order to meet the aforementioned purposes.**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 Third 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 public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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.

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**ARTICLE IV**

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**Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

**The Method of election of directors are to be stated in the bylaws.**

**ARTICLE V**

**Initial Directors/Officers**

The names and street addresses of the Directors/Officers: (OPTIONAL)

- Morris Sutton - 20165 NE 39th Place #702, Aventura, FL 33180 - Director**
- Shirley Sutton - 20165 NE 39th Place #702, Aventura, FL 33180 - Director**
- Adam Sutton - 1793 East 5th Street, 2nd Floor, Brooklyn, NY 11223 - Director**

**ARTICLE VI**

**Initial registered agent and street address**

The name and the street address of the initial registered agent is:

**Morris Sutton  
 20165 NE 39th Place #702  
 Aventura, FL 33180**

**ARTICLE VII**

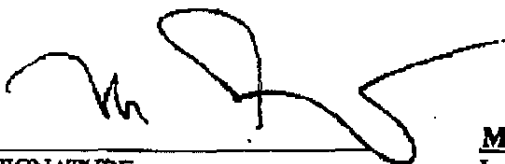
**Incorporators**

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

**Morris Sutton  
 20165 NE 39th Place #702  
 Aventura, FL 33180**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3rd day of June 2009.



SIGNATURE

**Morris Sutton**  
 Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Morris & Shirley Sutton Foundation, Inc.**

2. The name and address of the registered agent and office is:

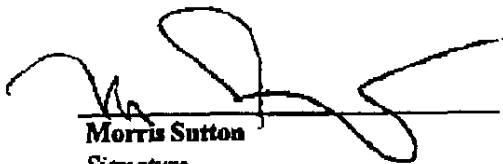
**Morris Sutton**  
 Name  
**20165 NE 39th Place #702**  
 (P.O. Box or Mail Drop Box NOT Acceptable)  
**Aventura, FL 33180**  
 (City / State / Zip)

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*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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.*

  
 \_\_\_\_\_  
 Morris Sutton  
 Signature

**June 3, 2009**  
 (Date)

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