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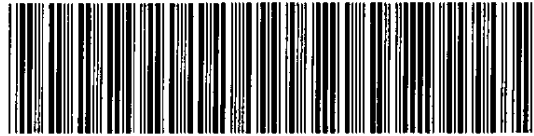
(Business Entry Name)

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06/12/09--01005--007 \*\*78.75

APPROVED  
AND  
FILED

09 JUN 17 AM 2:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VAH

June 16, 2009

Florida Department of State  
Division of Corporations

Ms. Valerie Herring  
Regulatory Specialist II  
New Filing Section  
RE: W09000027619

Dear Ms. Herring:

I enclose revised articles of incorporation with the revised name for The VIVE Foundation, Inc., to The VIVE Community Foundation, Inc. I enclose a copy of the letter dated June 12, 2009, indicating the unavailability of the originally selected name.

As noted in your letter, you have already received the filing fee of \$78.75. Please accept these revised articles of incorporation for filing.

Thank you in advance for your attention to this matter.

Rosanne M. Duane, P.A.  
50 So. U.S. Hwy 1, Suite 213  
Jupiter FL 33477  
rmd@rmd-law.com  
[www.rmd-law.com](http://www.rmd-law.com)  
561-747-1646  
Fax 561-747-1648



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 12, 2009

ROSANNE M. DUANE, ESQ.  
50 SO. U.S. HWY 1, SUITE 213  
JUPITER, FL 33477

SUBJECT: THE VIVE FOUNDATION, INC.  
Ref. Number: W09000027619

We have received your document for THE VIVE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 909A00019927

**STATE OF FLORIDA  
NON-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF  
THE VIVE COMMUNITY FOUNDATION, INC.**

APPROVED  
AND  
FILED  
09 JUN 17 AM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is THE VIVE COMMUNITY FOUNDATION, INC. The principal office and mailing address of the corporation shall initially be located at 400 Executive Center Drive, Suite 106 West Palm Beach, FL 33401.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: To educate, protect and enhance the lives of women and children in the community, primarily and initially in the Florida community, with the intention to expand nationally and internationally.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the

corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

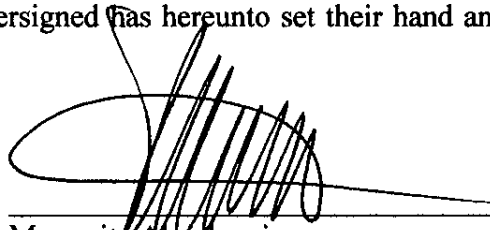
(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The street address of the initial registered office of the corporation is 50 So. U.S. Hwy 1, Suite 213, Jupiter, Florida 33477, and the name of its initial registered agent at such address is Rosanne M. Duane, P.A.

SIXTH: The name and addresses of the incorporator to these Articles of Incorporation is:

Margarita Abrishami  
Vive  
400 Executive Center Drive, Suite 106  
West Palm Beach, FL 33401

16<sup>th</sup> IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this day of June, 2009.



Margarita Abrishami

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

THE VIVE COMMUNITY FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Rosanne M. Duane, P.A. 50 So. U.S. Hwy 1, Suite 213, Jupiter, Florida 33477, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 16<sup>th</sup> day of June, 2009.

ROSANNE M. DUANE, P.A.

By: 

Rosanne M. Duane

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AND  
FILED

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TALLAHASSEE, FLORIDA