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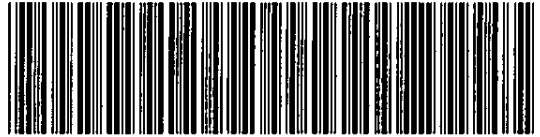
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 14 2010

COVER LETTER

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

SUBJECT: THE CASSILL 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: JOHN F. SHAW, INCORPORATOR
Name (Printed or typed)

2740 N.E. 44th STREET
Address

LIGHTHOUSE POINT, FL 33064
City, State & Zip

954-895-7744
Daytime Telephone number

GEORGE E. EDWARDS, ESQ

550 S.W. 3RD ST.
STE 203

Pompano Beach, FL 33066

954-781-0444

E-mail address: (to be used for future annual report notification) george.edwardsesq@
YAHOO.COM

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

ARTICLES OF INCORPORATION

OF

THE CASSILL FOUNDATION, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be:

THE CASSILL FOUNDATION, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The initial principal office and mailing address of the Corporation will be located at: 2740 N.E. 44th Street, Lighthouse Point, Broward County, Florida 33064 and may be changed to such other address as may be determined by the Board of Directors from time to time.

(d) The resident agent of the Corporation is JOHN F. SHAW, whose address is: 2740 N.E. 44th Street, Lighthouse Point, Broward County, Florida 33064.

**ARTICLE II
PURPOSES**

(a) The corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of the THE CASSILL FOUNDATION, INC., a Florida corporation and an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code. The Corporation intends to qualify and at all time operate as a Type 1 supporting organization. The corporation's purpose shall include conducting or supporting activities for the benefit of or to carry out the purposes of THE CASSILL FOUNDATION, INC.

In carrying out its purpose of supporting charitable, educational, religious and scientific purposes, the Corporation will make 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 tax code.

(b) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation:

(i) The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). 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.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable 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.

(v) The Corporation is organized pursuant to the Florida Not-For-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

(vi) At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE III DIRECTORS

The members of the Board of Directors shall be elected as stated in the Bylaws of the corporation. The names and addresses of the initial members of the board of Directors of the corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

JOHN F. SHAW	2740 N.E. 44th Street, Lighthouse Point, Fl 33064
CHRISTOPHER SHAW	3100 N.E. 48th Court, # 204 Lighthouse Point, Fl 33064
ROBIN SELBACH	2740 N.E. 39th Court, Lighthouse Point, Fl 33064

ARTICLE IV AMENDMENTS TO ARTICLES

From time to time, in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and the time prescribed by those laws.

Such amendments, alterations or repeals shall be authorized from time to time by the Board of Directors. The Articles of Amendment of the Articles of Incorporation may be signed off by an officer of the Corporation.

ARTICLE V BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Director may deem necessary from time to time; provided, however, such bylaws shall not be inconsistent with the provisions of the Article of Incorporation. The Board of Directors shall have the power to amend, alter, or resend the Bylaws or adopt new Bylaws.

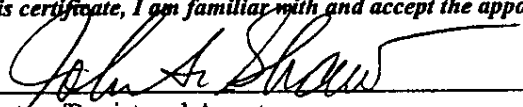
ARTICLE VI INCORPORATION

The name and address of the sole incorporator of the Corporation is JOHN F. SHAW, whose address is 2740 N.E. 44th Street, Lighthouse Point, Broward County, Florida 33064

Signed by the sole incorporator of the Corporation this 29th day
of December, 2009.

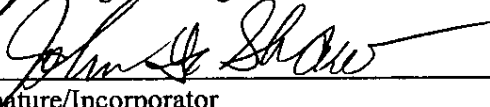

JOHN F. SHAW

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Date

1/8/10


Signature/Incorporator

Date

1/8/10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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