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FLORIDA PROFIT/NON PROFIT CORPORATION

friends of the e & g odette foundation, inc.

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ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE E. & G. ODETTE FOUNDATION, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, ("FNFPCA"), hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

*Name*

The name of the corporation is Friends of the E. & G. Odette Foundation, Inc. (the "Corporation").

ARTICLE II

*Purpose and Duration*

Section 1. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, religious and literary purposes within the meaning of I.R.C. § 501(c)(3). The corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 2. The duration of the Corporation shall be perpetual.

ARTICLE III

*Activities and Restrictions*

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c).

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Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### **ARTICLE IV** ***Members***

The Corporation shall have no members.

#### **ARTICLE V** ***Board of Directors***

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the FNFPCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the initial directors are:

Marcy Blumenfeld  
2 South Biscayne Blvd., Suite 3580  
Miami, Florida 33131

Robert Blumenfeld  
2 South Biscayne Blvd., Suite 3580  
Miami, Florida 33131

Irene Marini  
2 South Biscayne Blvd., Suite 3580  
Miami, Florida 33131

#### **ARTICLE VI** ***Officers***

The persons who are to serve as the initial officers at the pleasure of the Board of Directors are:

Marcy Blumenfeld, President  
Robert Blumenfeld, Secretary/Treasurer

## **ARTICLE VII**

### ***Incorporator***

The incorporator is Ronald Marini whose address is 2 South Biscayne Blvd., Suite 3580, Miami, Florida 33131.

## **ARTICLE VIII**

### ***Amendment***

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority (51%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

## **ARTICLE IX**

### ***Dissolution***

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

## **ARTICLE X**

### ***Principal Office and Registered Agent***

The mailing and street address of the principal office of the Corporation is 2 South Biscayne Blvd., Suite 3580, Miami, Florida 33131, and the name of the Registered Agent at such address is Ronald Marini.

## **ARTICLE XI**

### ***Director Liability***

To the fullest extent permitted by the FNEPCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

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**ARTICLE XII**  
***Indemnification***

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To the fullest extent permitted by the FNFPCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

DATED: September 24, 2010

  
Ronald Marni, Incorporator

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ACCEPTANCE OF REGISTERED AGENT  
OF  
FRIENDS OF THE E. & G. ODETTE FOUNDATION, INC.

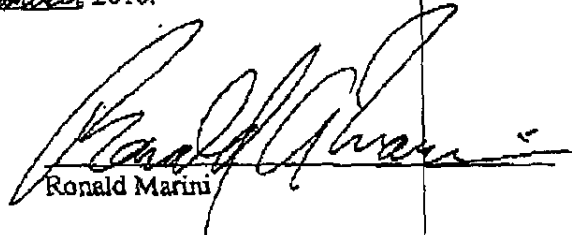
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, having been named in the Articles of the Friends of the E. & G. Odette Foundation, Inc. as its agent for service of process for the State of Arizona, hereby confirms receipt of notice of the appointment and acceptance of the appointment.

DATED: This 24 day of September 2010.

  
Ronald Marini

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