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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
Account Number : 075350000353  
Phone : (212) 431-5000  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE L FOUNDATION, INC.

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ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: THE L FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address mailing address, if different is:  
1536 N. ANDREWS AVENUE, FORT LAUDERDALE, FL 33311

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:  
THE L FOUNDATION, INC. IS ORGANIZED TO RAISE AWARENESS AND FUNDS FOR CHARITABLE ORGANIZATIONS THAT PROMOTE AND/OR PROTECT HUMAN RIGHTS, INCLUDING WITHOUT LIMITATION THE RIGHTS OF THE GAY, LESBIAN, BISEXUAL, TRANSGENDERED, AND QUEER/QUESTIONING COMMUNITY, AS WELL AS CHARITABLE ORGANIZATIONS THAT PROVIDE AND/OR PROMOTE HEALTH OR WELFARE SERVICES AND/OR EDUCATION, INCLUDING WITHOUT LIMITATION IN THE AREAS OF HIV/AIDS, CANCER AND OTHER DISEASES. THE L FOUNDATION, INC. WILL ALSO PRODUCE EVENTS TO RAISE SUCH FUNDS AND AWARENESS.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation law, together with the powers to solicit grants and contributions for the corporate purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-or-Profit Corporation Law, Section 404(b)-(v).

The corporation shall be a Type B corporation pursuant to section 201 of the Not-For-Profit Corporation Law.

Notwithstanding any other provisions of these articles the corporation is organized exclusively for one or more the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reason-able compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the

corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Judge of the Court of the State of Florida.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code (b) retain any excess business holdings as defined in Section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed:  
THE FIRST YEAR OUR DIRECTORS ARE APPOINTED BY THE INCORPORATOR. EACH YEAR THEREAFTER, NEW DIRECTORS AND/OR REPLACEMENT DIRECTORS WILL BE ELECTED BY A MAJORITY VOTE OF THE THEN-EXISTING DIRECTORS.

#### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

NICK DE BIASE, 1536 N. Andrews Avenue, Fort Lauderdale, FL 33311  
(President/Director)  
WILLIAM ARTHUR, 680 NE 64<sup>th</sup> St., Apt. A201, Miami, FL 33138 (Director)  
TOM MITEV, 680 NE 64<sup>th</sup> Street, Apt. A201, Miami, FL 33138 (Director)

#### ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: NICK DE BIASE, 1536 N. ANDREWS AVENUE, FORT LAUDERDALE, FL 33311.

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is: NICK DE BLASE, 1536 N. ANDREWS AVENUE, FORT LAUDERDALE, FL 33311

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

*Nick De Blase*  
Required Signature of Registered Agent

October 6, 2010  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

*Nick De Blase*  
Required Signature of Incorporator

October 6, 2010  
Date

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TALLAHASSEE FLORIDA

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