

OCT 18 2010 3:53 PM FR

Division of Corporations

10 9895#98999080#18 .01

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000228102 3)))



H100002281023ABCQ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : PROSKAUER ROSE LLP
Account Number : 074673001063
Phone : (561) 995-4779
Fax Number : (561) 241-6734

RECEIVED
10 OCT 18 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
BRICKS AND STICKS FOUNDATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	024
Estimated Charge	\$87.50

FILED
10 OCT 18 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

10 OCT 18 PM 1:32
(((H10000228102 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRICKS AND STICKS FOUNDATION, INC. a Florida Not For Profit Corporation

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

FIRST: The name of the corporation is Bricks and Sticks Foundation, Inc. (the "Corporation").

SECOND: The street address of the initial principal office of the Corporation is 4779 Collins Avenue, Apartment 3608, Miami Beach, Florida 33140.

THIRD: The 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 (the "Code"), or the corresponding section of any future federal tax code.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Matthew D. Shore	4779 Collins Avenue, Apartment 3608 Miami Beach, Florida 33140
Larry Baum	2700 West Cypress Creek Road, Suite C-103 Fort Lauderdale, Florida 33309
Stuart T. Kapp	2255 Glades Road #421A Boca Raton, Florida 33431

FIFTH: Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

(((H10000228102 3)))

SIXTH: The street address of the initial registered office of the Corporation is 4779 Collins Avenue, Apartment 3608, Miami Beach, Florida 33140 and the name of its initial registered agent at such address is Matthew D. Shore.

SEVENTH: 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 or 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 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 Code, or the corresponding section of any future federal tax code.

EIGHTH: If at any time the Corporation is determined to be a private foundation as described in Section 509(a) of the Code, the Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

- (i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;
- (iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

NINTH: Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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.

(((H10000228102 3)))

OCT 18 2010 3:54 PM FR

TO 9095#99999080#18 P.04

((H10000228102 3)))

TENTH: The name and address of the sole incorporator is:

Matthew D. Shore
4779 Collins Avenue, Apartment 3608
Miami Beach, Florida 33140

The undersigned has executed these Articles of Incorporation this 14 day of October, 2010.



Matthew D. Shore

((H10000228102 3)))

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Bricks and Sticks Foundation, Inc.
2. The name and address of the registered agent and office is:

Matthew D. Shore
4779 Collins Avenue, Apartment 3608
Miami Beach, Florida 33140

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 STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Matthew D. Shore, Registered Agent

Date: October 17, 2010

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT 18 PM 1:32

APPROVED
AND
FILED

((H10000228102 3)))