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ALFRED PHILLIPS FOUNDATION, INC.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
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- Art. of Amend. File \_\_\_\_\_
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- Dissolution / Withdrawal \_\_\_\_\_
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- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
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**ARTICLES OF INCORPORATION  
OF THE  
ALFRED PHILLIPS FOUNDATION, INC.**

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Pursuant to the provisions of Chapter 617 of Florida Statutes (Not For Profit)

**ARTICLE I  
Name**

The name of this Corporation shall be, and is, the ALFRED PHILLIPS FOUNDATION, Inc..

**ARTICLE II  
Enabling Law**

This is a non-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes, relating to Florida corporations not for profit.

**ARTICLE III  
Purpose**

Section 1. This Corporation is organized for charitable and educational purposes and not for pecuniary profit. The purposes of this Corporation are as follow:

- A. Provide support to spouses of United States Veterans whose spouse was killed during military service; and
- B. Provide support to children of United States Veterans whose parent was killed during military service.

The Corporation may engage in any and all lawful activities incidental to the foregoing purposes, subject to the further provisions of these Articles and the Bylaws of the Corporation.

Section 2. The Corporation shall operate exclusively for the purposes set forth in Section 1 of this Article and shall not carry on any activities not permitted to be carried on by organizations exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 3. The Corporation may accept contributions, which are deductible under sections 170, 2055, 2106(a)(2), and 2522 of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

Section 4. All the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of expenses incidental thereto.

#### ARTICLE IV Powers and Limitations

Section 1. Powers. This corporation shall have all the powers enumerated in Section 617.0302, Florida Statutes, as the same may be amended from time to time, and such other powers as may be necessary to carry out its Purposes, provided that such powers do not conflict with Chapter 617, Florida Statutes, or with any provision in Section 503 of the Code.

Section 2. Limitations on Powers. The Corporation shall not have the power to:

- A. Carry on a business or trade for profit;
- B. Issue stock or pay dividends;
- C. Attempt to influence legislation as a substantial part of its activities;
- D. Allow any part of its income to inure to the benefit of directors, officers, or members of the Corporation, or to any other individuals except in the furtherance of its purpose, or as compensation for services rendered which are unrelated to Board duties;
- E. Participate to any extent in any political campaign for or against any candidate for public office; or
- F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, and regulations as they now exist or as they may hereafter be amended.

**ARTICLE V**  
**Membership**

Section 1. **Members.** The members of the Corporation shall be the members of the Board of Directors, who shall be the sole voting members of the Corporation. The names and addresses of the initial members of the Corporation are set forth in Article VI, Section 2, hereof.

Section 2. **Other Members.** The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as may be set forth in the Bylaws, but who shall not have the right to vote.

**ARTICLE VI**  
**Management**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) members. The exact number of Board members shall be determined in the manner specified in the Bylaws. The Directors shall be elected by the members and shall serve a term of five (5) years and may be re-elected. Elections of directors, removal of directors, and the filling of vacancies of directors shall be in accordance with the procedures provided in the Bylaws.

Section 2. The names and addresses of the initial directors are:

Alfred Phillips  
1008 Farnham N  
Deerfield Beach, FL 33442

John Costello  
1300 N. Federal Hwy.  
Suite 201  
Boca Raton, FL 33432

William P. Blade  
515 S. Federal Highway  
Deerfield Beach, FL 33441

Section 3. The Corporation's operating budget shall be prepared on at least an annual basis.

ARTICLE VII  
Officers

Section 1. The officers of this Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be set forth in the Bylaws.

Section 3. The names of the persons who are to serve as officers of the Corporation until their successors are appointed and qualified are:

President: Alfred Phillips  
Secretary: William P. Blade  
Treasurer: John Costello

ARTICLE VIII  
Term of Existence

This Corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

ARTICLE IX  
Amendments to Bylaws and Articles of Incorporation

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board provided, however, in the event of any meeting at which changes to the Bylaws are to be considered, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) vote of the membership at any regular or special meeting of the membership provided, however, with respect to any meeting at which amendments to the Articles of Incorporation are to be considered, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at

least ten (10) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon.

ARTICLE X  
Dissolution

Upon dissolution or winding up of this Corporation, all of its assets after the payment of all costs and expenses of such dissolution shall be disbursed to an entity having a similar purpose as the Corporation and that has been ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Code (or corresponding provisions of any subsequent revenue laws). None of the assets will be disbursed to any members, directors, or officers of this Corporation.

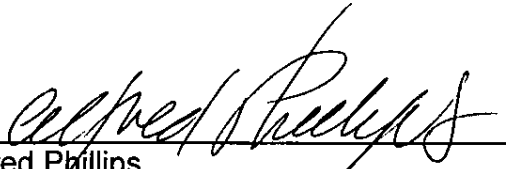
ARTICLE XI  
Registered Office and Registered Agent

The Corporation's principal Office is to be located at 1008 Farnham N, Deerfield Beach, FL 33442, and William P. Blade, at 515 S. Federal Highway, Deerfield Beach, FL 33441, shall serve as Registered Agent of the Corporation, to accept service or process within this State, and to serve in such capacity until a successor is selected and duly designated.

ARTICLE XII  
Incorporator

The incorporator is Alfred Phillips, whose address is 1008 Farnham N, Deerfield Beach, FL 33442.

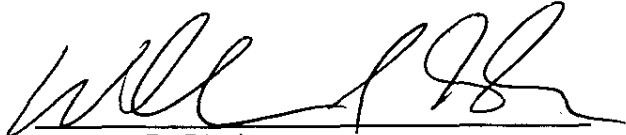
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

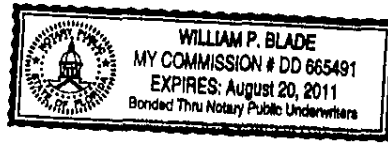
  
Alfred Phillips  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts the appointment as registered agent of the ALFRED PHILLIPS FOUNDATION, Inc., which is contained in the foregoing Articles of Incorporation, and acknowledges and accepts the obligations imposed on a registered agent by the laws of the State of Florida,

DATED this 12 day of Jan, 2010. *2011*

  
William P. Blade



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DIVISION OF CORPORATE  
STATE OF FLORIDA