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FRIENDS WITH SPOONS, Inc.  
18330 NW 39TH CT  
MIAMI GARDENS FL 33055

TEL: 786-397-1732

FAX: 954-839-65

Date: March, 23, 2011

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
(850) 487-6052

RE: ARTICLES OF INCORPORATION OF FRIENDS WITH SPOONS, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of FRIENDS WITH SPOONS, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

FRIENDS WITH SPOONS, Inc.  
Teisha Noldon  
18330 NW 39TH CT  
MIAMI GARDENS FL 33055

Thank you for your prompt attention.

**PLEASE ATTACH \$70.00 CHECK HERE**

Respectfully,

Teisha Noldon

**ARTICLES OF INCORPORATION  
OF  
FRIENDS WITH SPOONS, Inc.  
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be:

FRIENDS WITH SPOONS, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 18330 NW 39TH CT, MIAMI GARDENS FL 33055 , and the mailing address is the same.

**ARTICLE III - PURPOSE OF THE CORPORATION**

Said organization 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, or corresponding section of any future federal tax code.

The specific Purpose(s) are:

To educate the public and the medical community about lupus, to push for earlier, life-saving diagnoses for those afflicted, and to spur governments and foundations to fund research toward a cure.

**ARTICLE IV - DIRECTORS**

The number of initial directors of this corporation is 3. Their names and address are as follows:

Teisha Noldon  
18330 NW 39TH CT  
MIAMI GARDENS FL 33055

Rosemary McCall  
18833 nw 32nd ave  
Miami Gardens FL 33056

Cambry Noldon  
4851 nw 35 ave  
miami FL 33142

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**ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the by-laws

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent of this corporation are:

Teisha Noldon  
18330 NW 39TH CT  
MIAMI GARDENS FL 33055

#### **ARTICLE VII - INCORPORATOR**

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Teisha Noldon  
18330 NW 39TH CT  
MIAMI GARDENS FL 33055

#### **ARTICLE VIII - TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

#### **ARTICLE IX - MEMBERSHIP**

The corporation shall have NO members.

#### **ARTICLE X - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XII - Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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TALLAHASSEE, FL 32399

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### ARTICLE XIII - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE XIV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

### ARTICLE XV - COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

### ARTICLE XVI - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 3/23/11

  
Teisha Noldon, Incorporator

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TREASURER  
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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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 3/23/11

  
Teisha Noldon, Registered Agent

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TALLAHASSEE, FLORIDA

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