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04/15/11--01028--025 **35.00

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DIVISION OF CORPORATIONS
11 APR 26 PM 3:00

Sam J Saad III, PA

1575 Pine Ridge Road, Suite 16 ♦ Naples, FL 34109 ♦ sam@saadlegal.com ♦ o: (239) 963-1635 ♦ f: (239) 791-1208

April 12, 2011

Kurt S. Browning
Secretary of State
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

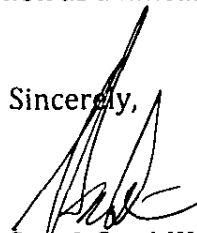
RE: Rushman-Micah Angel Foundation, Inc.

Dear Secretary Browning:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$35.00.

Please process the articles and enter the corporation as a lawful Florida Not for Profit Corporation.

Sincerely,



Sam J. Saad III

enclosures

Sam J Saad III, PA

1575 Pine Ridge Road, Suite 16 ♦ Naples, FL 34109 ♦ sam@saadlegal.com ♦ o: (239) 963-1635 ♦ f: (239) 791-1208

April 22, 2011

Florida Secretary of State
ATTN: Pamela Smith
Division of Corporation--Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

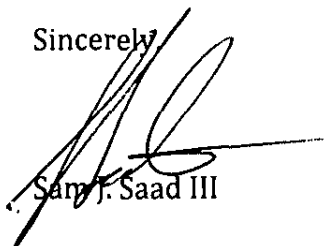
RE: Rushman-Micah Foundation, not for profit corporation filing fee

Dear Ms. Smith,

Pursuant to your conversation with Barbara Brown, Executive Director of the Rushman-Micah Foundation, please find a check for \$43.75 enclosed, which represents the registered agent fee of \$35 and the certified copy fee of \$8.75.

Please apply these funds along with the

Sincerely,



Sam J. Saad III



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2011

SAM J. SAAD III, PA
1575 PINE RIDGE RD, SUITE 16
NAPLES, FL 34109

SUBJECT: RUSHMAN-MICAH ANGEL FOUNDATION, INC.
Ref. Number: W11000019956

\$35.00

Bal due -

We have received your document for RUSHMAN-MICAH ANGEL FOUNDATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00 -
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Pamela Smith
Regulatory Specialist II

Letter Number: 811A00008553

**ARTICLES OF INCORPORATION
OF THE
RUSHMAN-MICAH ANGEL FOUNDATION, INC.**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

First: The name of the Corporation shall be the RUSHMAN-MICAH ANGEL FOUNDATION, INC.

Second: The place in this state where the principal office of the Corporation is to be located is 3737 Kent Drive, Naples, FL 34112.

Third: Said corporation is organized exclusively for charitable, religious, educational and/or scientific purposes under Internal Revenue Code section 501(c)(3) or corresponding sections of any future federal tax code.

More specifically, the RUSHMAN-MICAH ANGEL FOUNDATION will strive to support in such manner as the Board of Directors determines charitable, educational activities, programs for children in Collier and Lee counties.

Thus, the RUSHMAN-MICAH FOUNDATION is established to make distributions of equipment that qualify under section 501(c)(3) of the Internal Revenue Code to children or organizations; to create or participate in collaborative partnership programs for training, educating and mentoring children; and to collaborate with schools, IT hardware and software providers, health providers, community businesses, ESE (Exceptional Special Education specialists, colleges, universities toward achieving those ends.

In carrying out such purposes this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes either directly or indirectly with other agencies with common goals to help make use of case work, psychological, vocational and health services to help special needs and at-risk children and their families.

Fourth: The Incorporator shall appoint the initial Board of Directors. Thereafter, the Board shall choose its own members by majority vote.

Fifth: The names and addresses of the persons who are the initial Board of the corporation are as follows:

Eddie F. Rush, Founder and Chairman of the Board
3737 Kent Drive
Naples, FL 34112

Gail Williams, President and Director
3737 Kent Drive
Naples, FL 34112

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Alex Burns, Vice-President and Director
3737 Kent Drive
Naples, FL 34112

Abiba G. Jimma, Secretary and Director
3737 Kent Drive
Naples, FL 34112

Patrick Croom, Treasurer and Director
3737 Kent Drive
Naples, FL 34112

Fifth: 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 of 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

Seventh: The Registered Agent of the foundation shall be Sam J. Saad III, PA, 1575 Pine Ridge Road, Suite 16, Naples, FL 34109

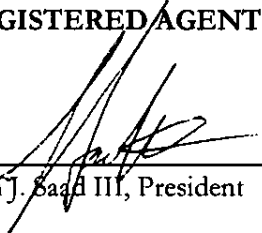
Eighth: I, Eddie F. Rush, the Incorporator, declare that I have examined the foregoing Articles of Incorporation, and that the statements contained herein are, to the best of my knowledge and belief, true, correct and complete. In witness whereof, I have hereunto subscribed my name this 30th day of March 2011.

Eddie F Rush

Eddie F. Rush
300 Shadow Glen
McDonough, GA 30253

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent, and agree to act in this capacity.

REGISTERED AGENT: Sam J. Saad III, PA


Sam J. Saad III, President

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