

07/06/2011 16:41 FAX

Division of Corporations

GUNSTER, YOAKLEY

001/006

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FLORIDA PROFIT/NON PROFIT CORPORATION
The Sanctuary Educational Foundation, Inc.

Certificate of Status	1
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July 5, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

SUBJECT: THE SANCTUARY EDUCATIONAL FOUNDATION, INC.
REF: W11000035552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000172854
Letter Number: 011A00015957

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**ARTICLES OF INCORPORATION
FOR
THE SANCTUARY EDUCATIONAL FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be: The Sanctuary Educational Foundation, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address is:

10190 Riverside Dr., Suite 103
Palm Beach Gardens, FL 33410

ARTICLE III - PURPOSE

1. The Corporation is organized to provide fitness and nutritional education. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").
2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.
4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.
5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable

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purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V - INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

John R. King, Bill King, and Cynthia Spall
85 Dunbar Road East
Palm Beach Gardens, FL 33418

ARTICLE VI - MEMBERSHIP

This Corporation shall have members in accordance with the Act and the Bylaws of the Corporation.

ARTICLE VII - REGISTERED AGENT AND REGISTERED OFFICE

John R. King
85 Dunbar Road East
Palm Beach Gardens, FL 33418

Having been named as registered agent and to accept service of process for the Corporation at the place designated above, John R. King hereby accepts the appointment as registered agent and agrees to act in this capacity. John R. King further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and John R. King is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.


John R. King

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these of Articles of Incorporation are:

John R. King
85 Dunbar Road East
Palm Beach Gardens, FL 33418

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ARTICLE IX - INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Section 617.0834 of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers, directors, and members, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent of the Corporation.

Expenses (including attorney's fees) incurred by an officer, director or member in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such member, director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the member(s) is subject to this reservation.

ARTICLE XI - BYLAWS

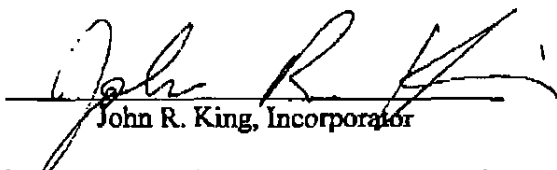
The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the members of the Corporation if the members specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this
15th day of July, 2011.

REQUIRED SIGNATURE:


John R. King, Incorporator

*(In accordance with Section 617.01201, Florida Statutes, the execution
of this document constitutes an affirmation under the penalties of perjury
that the facts stated herein are true.)*

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