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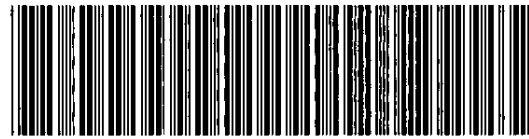
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG -3 4:49:55

APPROVED  
FILED

✓4

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** John Saint Clair Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Steven L. Werble, CPA  
Name (Printed or typed)

300 NW 70th Avenue Suite 200  
Address

Plantation, FL 33317  
City, State & Zip

954-581-0670  
2114 North Daming Road Phone number

werblecpa@aol.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**John Saint Clair Foundation, Inc.  
Articles of Incorporation  
A Florida Corporation, Non-For Profit**

APPROVED  
AND  
FILED  
11 AUG -3 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the laws of the State of Florida for the formation of a corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth.

**ARTICLE I – NAME**

The name of this Corporation shall be **John Saint Clair Foundation, Inc.**

**ARTICLE II: PRINCIPLE OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 2114 North Flamingo Road #185 Pembroke Pines, FL 33028

**ARTICLE III – PURPOSES**

This Corporation is organized for the following purposes:

- 1) John Saint Clair Foundation, Inc. is organized for charitable, 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 the corresponding section of any future federal tax code.
- 2) John Saint Clair Foundation, Inc. supports and creates programs that enhance the improvement of children in need by giving them the necessary support to graduate from high school and attend college through mentoring and guidance.
- 3) John Saint Clair Foundation, Inc. may engage in a variety of fund-raising activities, including, but, not limited to: charitable galas, charitable events, etc.

**ARTICLE IV – MEMBERSHIP**

- 1) John Saint Clair Foundation, Inc. shall initially include members. The number of Directors may change from time to time, pursuant to the Bylaws, but shall never be less than four.
- 2) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

## **ARTICLE V – INITIAL DIRECTORS/OFFICERS**

(1) Board of Directors John Saint Clair Foundation, Inc. shall have four directors. The number of directors shall either be increased or diminished from time to time by the bylaws but shall never be less than four. The Names of Directors are:

- 1) John Saint Clair
- 2) Shannon Saint Clair
- 3) Waris Wade
- 4) Rob Johnson

(2) Corporate Officers. The members of the corporation shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

- 1) John Saint Clair - President
- 2) Shannon Saint Clair – Vice President
- 3) Waris Wade - Secretary
- 4) Rob Johnson - Treasurer

## **ARTICLE VI – AMENDMENTS TO BYLAWS**

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

## **ARTICLE VII-AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501 (c) (3) of the code. Amendments may also be made at a regular meeting of the membership upon a one (1) month notice given, by a two-thirds (2/3) vote of those members present .

## **ARTICLE VIII – DURATION**

This Corporation is to exist perpetually unless dissolved according to law.

## **ARTICLE IX – NO PRIVATE INUREMENTS: RESTRICTIONS ON ACTIVITIES**

- 1) No part of the net earnings of John Saint Clair Foundation, Inc. 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 III hereof.
- 2) 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 public office.
- 3) Notwithstanding any other provision of these Articles, John Saint Clair Foundation, Inc. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

## **ARTICLE X: DISTRIBUTION UPON 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 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operate exclusively for such purposes.

## **ARTICLE XI – REGISTERED AGENT/INCORPORATOR**

The name and address of the registered agent shall be Steven L. Werble, CPA located at 300 NW 70<sup>TH</sup> AVE, Suite 200 Plantation FL, 33317. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

By: [Signature]  
Steven L. Werble

The name and address of the incorporator shall be Steven L. Werble c/o Werble Consulting Group, PA. Located at 300 NW 70<sup>TH</sup> AVE, Suite 200 Plantation FL, 33317

Werble Consulting Group, PA

By: [Signature]  
Steven L. Werble

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG -3 AM 9:58

APPROVED  
AND  
FILED

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation pursuant to the Florida Not of Profit Corporation Act, Chapter 617, Florida Statutes, has signed these Articles of Incorporation This 29<sup>th</sup> day of July, 2011

[Signature]  
WITNESS.

STATE OF FLORIDA)  
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN L. WERBLE

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 29<sup>th</sup> day of July, 2011.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

NOTARY PUBLIC-STATE OF FLORIDA  
Roger F. Borrello  
Commission # DD935535  
Expires: JAN. 06, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.