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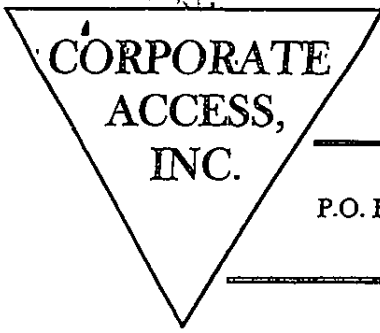
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Not for Profit Articles

1.

JUNIOR Achievement of South Florida  
(CORPORATE NAME AND DOCUMENT #) CHARITABLE FOUNDATION, INC.

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

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**ARTICLES OF INCORPORATION**  
**OF**  
**JUNIOR ACHIEVEMENT OF SOUTH**  
**FLORIDA CHARITABLE FOUNDATION, INC.**

(Under Chapter 617 of the Florida Not-For-Profit Corporation Act)

The undersigned acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation of such corporation.

**ARTICLE FIRST**

The name of the corporation is **JUNIOR ACHIEVEMENT OF SOUTH FLORIDA CHARITABLE FOUNDATION, INC.** (hereinafter the "Corporation").

**ARTICLE SECOND**

The term of existence of the Corporation is perpetual.

**ARTICLE THIRD**

The primary purpose of the Corporation is to support and extend the program services and continued viability of Junior Achievement of South Florida, Inc., a not-for-profit Florida corporation, for the benefit of all audiences for those services.

The Corporation is organized and shall be operated exclusively for one or more of the following purposes:

Section 1. Charitable and educational purposes, and such purposes as are prescribed by and as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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.

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Section 2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association or trust is organized and operated exclusively for charitable, religious, education, humanitarian or scientific purposes within the meaning of Code Section 501(c)(3) or to corresponding provisions of any subsequent Federal tax law.

In furtherance of the above enumerated purposes and functions and without limiting the foregoing, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-for-Profit Corporation Act and shall have all powers granted by Chapter 617 of the Florida Statutes.

With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

(1) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation nor any of the assets of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

11 SEP 20 AM 8:18  
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(2) The Corporation may be dissolved at any time by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax under Code Section 501(c)(3).

(3) Notwithstanding any other provision of these Articles or the By-Laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(4) Notwithstanding any other provision of these Articles or the By-Laws of the Corporation, for any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

- (a) The Corporation shall not engage in any act of self-dealing which is subject to tax under Code Section 4941.
- (b) The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the

Corporation to tax on undistributed income under Code Section 4942.

- (c) The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.
- (d) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.
- (e) The Corporation shall not make any expenditures which are subject to tax under Code Section 4945.

(5) The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the foregoing purposes, subject to such limitations as are provided by law.

#### **ARTICLE FOURTH**

The street address of the initial principal office and mailing address of the Corporation is Junior Achievement of South Florida, Inc., 1130 Coconut Creek Boulevard, Coconut Creek, Florida 33066.

#### **ARTICLE FIFTH**

The business and affairs of the Corporation shall be managed by a Board of Directors having at least three (3) members. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). Each member of the Board of Directors shall have one (1) vote. The By-Laws established

by the Corporation shall determine the term, method of selection, duties, and other matters with respect to the directors and officers of the Corporation. The names and addresses of the Initial directors of the Corporation until the first annual meeting of the Board of Directors are as follows:

1. MELISSA C. AIELLO  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
2. JAMES D. FRANSKOUSKY  
nt Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
3. JEFFREY WEINSTOCK  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
4. JEFFERY WERTMAN  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
5. ROBIN CAMPBELL  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
6. SCOTT RASSLER  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066
7. ANNE MARIE TAGLIENTI  
Junior Achievement of South Florida, Inc.  
1130 Coconut Creek Boulevard  
Coconut Creek, Florida 33066

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Handwritten signature or initials.

The election of the Directors of the Corporation need not be by written ballot unless the By-Laws of the Corporation otherwise provide.

#### **ARTICLE SIXTH**

MELISSA C. AIELLO is designated as the initial registered agent of the Corporation upon whom process against the Corporation may be served. The street address of the Corporation's initial registered office and the initial resident agent of the Corporation is 1130 Coconut Creek Boulevard, Coconut Creek, Florida 33066.

#### **ARTICLE SEVENTH**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be stated in the By-Laws of the Corporation.

#### **ARTICLE EIGHTH**

The By-Laws of the Corporation are to be made, altered, or rescinded as provided therein.

#### **ARTICLE NINTH**

These Articles of Incorporation may be amended by the vote of the two-thirds (2/3) of the members of the Board of Directors of the Corporation at any special, regular, or annual meeting of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

#### **ARTICLE TENTH**

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, as now or hereafter in effect, indemnify all persons whom it may indemnify under such



provisions. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

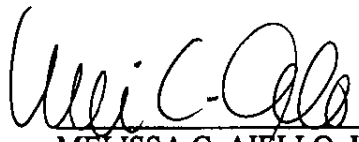
#### **ARTICLE ELEVENTH**

Upon the vote of two-thirds (2/3) of the members of the Board of Directors, the Corporation may at any time merge or otherwise be consolidated with or into any corporation in such a manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of and qualifies as an exempt organization under Code Section 501(c)(3).

#### **ARTICLE TWELFTH**

The name and address of the incorporator is MELISSA C. AIELLO, whose current mailing address is Junior Achievement of South Florida, Inc., 1130 Coconut Creek Boulevard, Coconut Creek, Florida 33066.

WITNESS the hand and seal of said incorporator this 12th day of September,  
2011.



MELISSA C. AIELLO, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

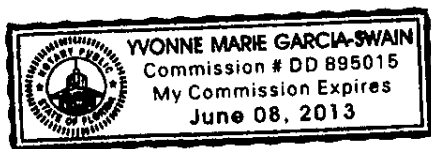
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STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

The foregoing was acknowledged before me this 12th day of September, 2011, by MELISSA C. AIELLO, who executed the foregoing for the purposes therein expressed, and who

☒ is personally known to me, or  
☐ produced \_\_\_\_\_ as identification,  
AND who did take an oath.

(Notary Seal)



Yvonne Marie Garcia-Swain  
Signature of Notary, State of Florida

My Commission Expires: June 8, 2013

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: That **JUNIOR ACHIEVEMENT OF SOUTH FLORIDA CHARITABLE FOUNDATION, INC.**, a Florida not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office in the County of Broward, State of Florida, has named MELISSA C. AIELLO to act as its Resident Agent.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MELISSA C. AIELLO, Resident Agent

11 SEP 20 AM 8:18  
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