

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000302087 3)))



H110003020873ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

000283, 159406

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
FORAM GROUP CHARITABLE FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
11 DEC 27 PM 4:02
DIVISION OF CORPORATIONS
2011 DEC 27 AM 10:37
DIVISION OF CORPORATIONS

12/28/11

H110003020873
DIVISION OF CORPORATE AFFAIRS

2011 DEC 27 AM 10:37

**ARTICLES OF INCORPORATION
FOR
FORAM GROUP CHARITABLE FOUNDATION, INC.,
a Florida non profit corporation.**

**ARTICLE I
Name of Corporation**

The name of the corporation is Foram Group Charitable Foundation, Inc. (the "Corporation").

**ARTICLE II
Registered Office; Principal Office**

The registered office and the principal office of the Corporation is Foram Group Charitable Foundation, Inc., c/o Foram Group, Inc., 600 Brickell Avenue, Suite 1400, Miami, FL 33131.

The Corporation may change its registered agent or, provided it is located within the State of Florida, the location of its registered office, or both, from time to time without amendment of these Articles.

**ARTICLE III
Purpose**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that are described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

The Corporation is formed for the purposes of researching sustainable methods of food production; educating the public about the need for and the availability of such methods; and making such methods available to address the nutritional needs of families in need in or near an urban environment.

The Corporation may engage in any and all other charitable activities within the meaning of Section 501(c)(3) of the Code and may engage in any and all lawful activities incidental to the foregoing purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation qualified under Section 501(c)(3) of the Code, or cause it to lose such exempt status.

H11000302087 3

2

ARTICLE IV
Board of Directors

The initial members of the Board of Directors of the Corporation shall be:

Name	Address
Loretta Cockrum	600 Brickell Avenue, Suite 1400, Miami, FL 33131
William Urban	600 Brickell Avenue, Suite 1400, Miami, FL 33131
Christopher Senneff	600 Brickell Avenue, Suite 1400, Miami, FL 33131

The manner in which the members of the Board of Directors are to be elected or appointed shall be as provided for in the By-Laws of the Corporation (the "By-Laws").

ARTICLE V
Initial Registered Agent; Address

The name and Florida street address of the initial registered agent is:

William Urban
Forum Group, Inc.
600 Brickell Avenue, Suite 1400
Miami, FL 33131

The initial registered agent is an individual who is a resident of Florida and an initial director of the Corporation.

ARTICLE VI
Net Earnings

The Corporation is not formed for pecuniary profit or for financial gain. 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 make payments and distributions in furtherance of the purposes set forth in Article III of these Articles. 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 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 Code, or the corresponding section of any future federal tax code.

In any taxable year in which the Corporation should become a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code,

H11000302087 3

3

(c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

Term; Dissolution of the Corporation

The Corporation shall exist in perpetuity unless sooner dissolved according to law; provided, however, that if the Corporation is dissolved, its expenses and liabilities will be paid and any residual assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

ARTICLE VIII

Powers

The Corporation shall have all of the powers and privileges granted to not for profit corporations under the law pursuant to which this Corporation is chartered, and all of the powers and privileges that may be granted to the Corporation or exercised by it under any other applicable law of the State of Florida.

ARTICLE IX

Membership

The Corporation shall have no members.

ARTICLE X

Indemnification

The Corporation shall, to the fullest extent authorized or permitted by the Code and the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify, hold harmless, and defend every Director and every officer of the Corporation (each, an "Indemnified Party") against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon any Indemnified Party in connection with or related to any proceeding to which such Indemnified Party may be a party, or in which such Indemnified Party may become involved, by reason of such Indemnified Party's being or having been a Director or officer of the Corporation, whether or not such Indemnified Party is a Director or an officer at the time such expenses are incurred, except in such cases when a Director or officer of the Corporation is adjudged guilty of gross negligence or willful or intentional misfeasance or malfeasance in the performance of their duties toward the Corporation. The determination whether indemnification is proper in the circumstances, if not made pursuant to an order of a court, shall be made pursuant to the provisions of Florida Statute 607.0850(4) or any successor statute. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Indemnified Party may be entitled.

H11000302087 3

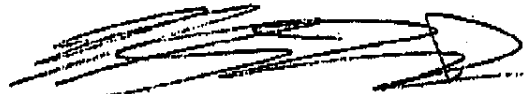
4

ARTICLE XI
Incorporator

The name and address of the sole incorporator is:

William Urban
Forum Group, Inc.
600 Brickell Avenue, Suite 1400
Miami, FL 33131

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

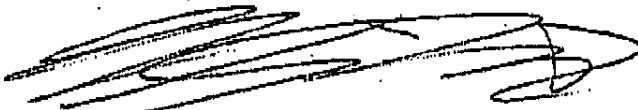


Required Signature of Registered Agent

12-27-2011

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

12-27-2011

Date

2011 DEC 27 AM 10:37
DIVISION OF CORPORATE
REGISTRATION