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(Requestor's Name)

Locksley A. Rhoden, P.L.
1835 E. Hallandale Beach Blvd.
Suite 661
Hallandale Beach, FL 33009

(City/State/Zip/Phone #)

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(Business Entity Name)

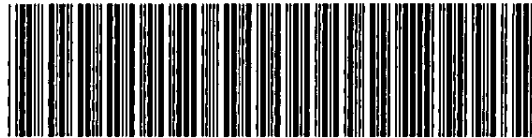
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March 1, 2012

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

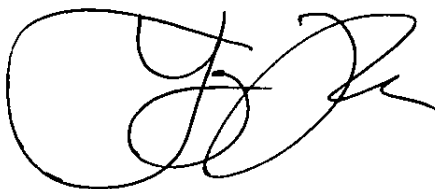
**Re: Articles of Organization to be filed for H.O.P.E. Given Foundation, Inc.,
a Florida not-for-profit corporation (the "Company")**

To Whom It May Concern:

On behalf of the Company, enclosed please the signed Articles of Incorporation of the Company and a Firm check in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) made out to 'The Florida Department of State' for costs to file the Articles of Incorporation of the Company and deliver to my attention a certified copy and certificate of status once filed.

Thank you expediting filing of the enclosed Articles of Incorporation of the Company. If you need additional information to process this request, please contact me at (305) 965-0635 or lrhoden@theapfirm.com.

Very truly yours,

A handwritten signature in black ink, appearing to be 'LRH', enclosed within a large, loopy circular flourish.

Locksley A. Rhoden, Esq.
Tax-Exempt Counsel for the Company

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 6, 2012

LOCKSLEY A. RHODEN, ESQ.
1835 E. HALLANDALE BEACH BLVD
SUITE 661
HALLANDALE BEACH, FL 33009

SUBJECT: H.O.P.E. GIVEN FOUNDATION, INC.
Ref. Number: W12000012979

We have received your document for H.O.P.E. GIVEN FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 212A00008636

**ARTICLES OF INCORPORATION
OF
H.O.P.E. GIVEN FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.0202, 617.0205, and 617.0701(4)(a) of the Florida Not For Profit Corporation Act, the undersigned incorporator of **H.O.P.E. GIVEN FOUNDATION, INC.**, a not-for-profit corporation in the state of Florida, hereby submits these Articles of Incorporation of **H.O.P.E. GIVEN FOUNDATION, INC.** as follows:

ARTICLE I
NAME

The name of the corporation is **H.O.P.E. GIVEN FOUNDATION, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is 5700 Griffin Road, Suite 130, Davie, Florida 33314 in the county of Broward.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable purposes or for any other lawful charitable activity for which not-for-profit corporations may be organized and operated under Chapter 617 of the Florida Not For Profit Corporation Act, as now enacted or hereafter amended.

ARTICLE IV
LIMITATIONS

At all times, the following shall be considered conditions that restrict the operations and activities of the Corporation:

- A. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under section 501(c)(3) or other section of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Corporation, nor to any other private persons except those persons receiving such reasonable compensation that the Corporation shall pay for as services rendered on behalf of the Corporation or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;
- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not

participate in nor intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) or other section of the Internal Revenue Code, or the corresponding section of any future federal tax code, or 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; and
- D. The Corporation shall not lend any of its assets to any officer or director of the Corporation nor allow an officer or director of the Corporation to guarantee payment of a loan to any person.

ARTICLE V REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Corporation is **JULIA HARPER**. The address of the registered office of the Corporation is 5700 Griffin Road, Suite 130, Davie, Florida 33314 in the county of Broward.

ARTICLE VI PERPETUAL EXISTENCE

The Corporation shall have a perpetual existence and shall commence its existence at the time of the filing of these Articles of Incorporation of the Corporation with the Department of State of the state of Florida.

ARTICLE VII DIRECTORS

- A. The Corporation shall have no voting shareholders.
- B. The property, business, and affairs of the Corporation shall be managed at all times under the direction of the Corporation's board of directors (each member of the board of directors, a "director") whose operations in governing the Corporation shall be defined by Section 617.0801 of the Florida Not For Profit Corporation Act and by the Bylaws of the Corporation.
- C. All of the duties and powers of the Corporation granted in these Articles of Incorporation and the Bylaws of the Corporation shall be exercised exclusively by each director.
- D. Each director shall serve until the next annual meeting of the directors of the Corporation pursuant to the Bylaws of the Corporation.

- E. No director shall have any right, title, or interest in or to any property of the Corporation.
- F. The title, name, and mailing address of each person elected as director of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	JULIA HARPER, MS OTR/L	5700 Griffin Road, Suite 130 Davie, Florida 33314
Director	MANUEL CORNIEL	5700 Griffin Road, Suite 130 Davie, Florida 3331
Director	KEITH MEYER, MD	5700 Griffin Road, Suite 130 Davie, Florida 3331

ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer, or director of the Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation, in the Bylaws of the Corporation, and by the laws of the state of Florida, and all rights herein conferred upon directors are granted subject to such reservation.

ARTICLE X
DISSOLUTION

Upon the time of dissolution of the Corporation, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, 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 Broward County, 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 XI
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. Each director of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation as provided in the Bylaws of the Corporation.
- B. Elections of a director of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- C. The books of the Corporation may be kept at such place within the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the directors of the Corporation.
- D. Meetings of the directors may be held within or outside the state of Florida, as the Bylaws of the Corporation may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions of directors the Corporation shall be provided in the Bylaws of the Corporation.

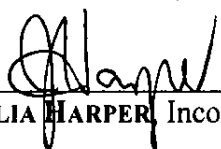
ARTICLE XII
INCORPORATOR

The name and mailing address of incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
JULIA HARPER	5700 Griffin Road, Suite 130 Davie, Florida 33314

[remainder of the page left intentionally blank]

THE UNDERSIGNED, incorporator of the Corporation for the purpose of filing these Articles of Incorporation, hereby declares and certifies that the acts, deeds and facts herein stated are true, and accordingly have hereunto been set and sealed on this 23rd day of February 2012.



JULIA HARPER, Incorporator

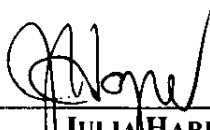
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501 and 617.0502 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is **H.O.P.E. GIVEN FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

JULIA HARPER
5700 Griffin Road, Suite 130
Davie, Florida 33314.

Having been named as registered agent and to accept service of process for the above-stated not-for-profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617 of the Florida Not For Profit Corporation Act.



JULIA HARPER

Signed on this 23rd day of February, 2012.

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TALLAHASSEE, FLORIDA