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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE JUICE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION OF THE JUICE FOUNDATION, INC.**

**ARTICLE I- NAME:**

The name of the corporation shall be:

The Juice Foundation, Inc. (the "Corporation")

**ARTICLE II- PRINCIPAL OFFICE:**

The principal office street and mailing address of the Corporation shall be:

14280 SW 107th Terrace  
Miami, Florida 33186

**ARTICLE III- PURPOSE:**

The purpose for which the Corporation is organized is:

- a. To operate exclusively for charitable, scientific and educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare and for no other purpose.
- b. Principal, but not exclusive, among the educational and charitable purposes for which the Corporation is organized, is the desire to provide support for cancer research centers exempt from taxation pursuant to the provisions of the Code.
- c. To receive, administer, invest, reinvest, convey, sell and dispose of funds for such charitable purposes described herein and to distribute property to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- d. To exercise any and all powers for which a nonprofit corporation organized under the applicable provisions of the Florida Statutes for charitable purposes or for the public welfare; provided that the Corporation shall have no power to engage in activities which are not in furtherance of one or more of the above named purposes, and which are not in furtherance of charitable purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE IV- MANNER OF ELECTION:**

The manner in which the directors are elected and appointed shall be as provided in the Bylaws of the Corporation.

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**ARTICLE V- DIRECTORS:**

The number of Directors of the Corporation shall be five (5), which number may be increased or decreased by the By-Laws of the Corporation. The names of the Directors are Jenine Howard, Juwan Howard, Eugene S. Mason, Jermin Ruby Wardally and Shakira Wardally.

**ARTICLE VI- DISSOLUTION:**

In the event of the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients, as the Board of Directors or Trustee of the Corporation shall determine:

a. A nonprofit organization or organizations which may have been created to succeed the Corporation, provided that such organization or each of the organizations must then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal taxation under 501(a) of the Code as an organization described in Section 501(c) of the Code; and/or

b. A nonprofit organization or organizations having similar aims and objects as the Corporation, and which may be selected as an appropriate recipient of the assets of the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal taxation under 501(a) of the Code as an organization described in Section 501(c) of the Code.

**ARTICLE VII- LIMITATIONS ON THE CORPORATION:**

The Corporation is subject to the following limitations:

a. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, other private individuals, or organizations organized and operated for a profit (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 its purposes as defined herein, including, but not limited to, the payment or reimbursement of reasonable expenses).

b. 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 be empowered to make the election authorized under Section 501(h) of the Code, as amended. The Corporation shall not participate or intervene (including publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

c. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

d. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

e. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

f. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

g. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

h. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE VIII- LIMITATIONS ON DIRECTORS:**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors:

a. The Corporation reserves the right to make, from time to time, any amendments of these Articles of Incorporation which may now or hereafter be authorized by law.

b. The liability of directors and officers to the Corporation shall be limited to the maximum extent that the liability of directors and officers of Florida corporations is permitted to be limited by Florida law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Corporation, whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

c. To the maximum extent permitted by Florida law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors and shall indemnify, to the same extent, its employees and agents.

d. The Corporation shall advance expenses to its directors and officers to the extent permitted by Florida law.

e. The Board of Directors may, by By-Law, resolution or agreement, make further provision for indemnification to the extent permitted by Florida law.

f. References herein to Florida law shall include the Florida Statutes, Title XXXVI, Chapter 617, as from time to time amended.

**ARTICLE IX- REGISTERED AGENT:**

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

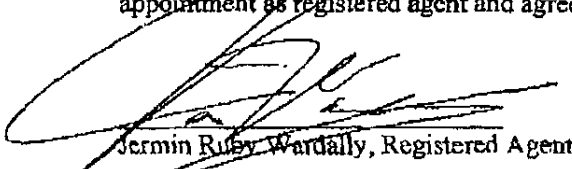
Jermin Ruby Wardally  
14280 SW 107th Terrace  
Miami Florida, 33186

**ARTICLE X-INCORPORATOR:**

The name and address of the Incorporator is:

Jermin Ruby Wardally  
14280 SW 107th Terrace  
Miami Florida, 33186

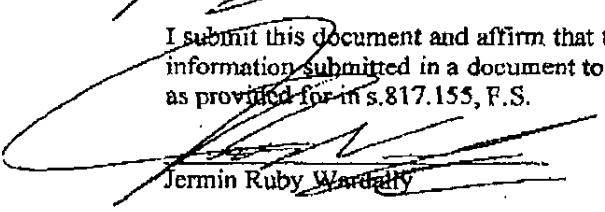
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in such capacity.



Jermin Ruby Wardally, Registered Agent

4/2/12  
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.



Jermin Ruby Wardally

4/2/12  
Date

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