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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

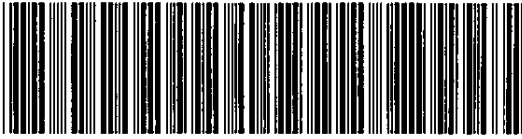
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
CORPORATION DIVISION

12 AUG 10 PM 3:06

FILED

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MICHAEL G. NEARING, ESQ.

2000 South Dixie Highway, Suite 112, Miami, FL 33133
telephone 305-573-1550
facsimile 305-573-1559
mnearing@nearingfirm.com

August 6, 2012

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

Subject: **M.W. EDWARDS RESEARCH FOUNDATION, INC.**

Dear Sir/Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

- \$87.50 – Filing Fee, Certified Copy, & Certificate of Status

From: Kyle P. Egger, Esq. - Incorporator
2000 South Dixie Highway, Suite 112
Miami, FL 33133
(305) 573-1550
kyle.egger@nearingfirm.com

Best regards,



Kyle P. Egger, Esq.
Incorporator for M.W. Edwards Research Foundation, Inc.

ARTICLES OF INCORPORATION
Of
M.W. EDWARDS RESEARCH TRUST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation desiring order to form a Non-Profit corporation under the Non-Profit Corporation Law of the Florida Business Corporation Act, does hereby certify:

ARTICLE I
Name

The name of the Corporation shall be **M.W. EDWARDS RESEARCH TRUST, INC.**

ARTICLE II
Principal Office

The place in this state where the principal office of the Corporation is to be located is the City of Miami, Miami-Dade County, at the address of 2000 South Dixie Highway, Suite 112, Miami, Florida 33133, and its mailing address is the same.

ARTICLE III
Purpose

Said corporation is organized exclusively for charitable, religious, 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.

ARTICLE IV
Manner of Election

The manner in which the directors are elected and appointed is as per the Corporation's by-laws.

ARTICLE V
Initial Directors and/or Trustees

<u>Name:</u>	<u>Address:</u>
Martha Edwards Director	2000 South Dixie Highway, Suite 112 Miami, FL 33133
Nicole Kaufman Director	2000 South Dixie Highway, Suite 112 Miami, FL 33133

Merline Leone
Director

2000 South Dixie Highway, Suite 112
Miami, FL 33133

ARTICLE VI
Limitations on Activities

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 to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII
Dissolution

Upon the dissolution of the corporation, 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 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
Registered Agent

Michael G. Nearing

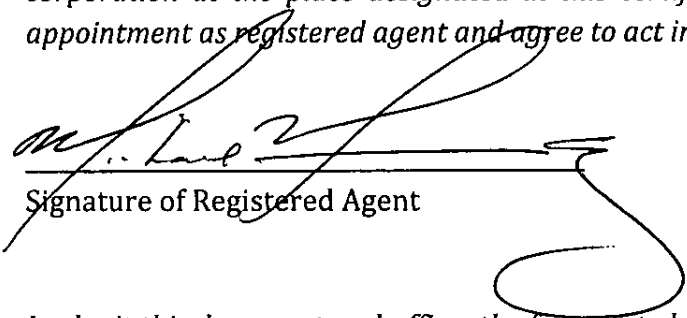
2000 South Dixie Highway, Suite 112
Miami, FL 33133

ARTICLE IX
Incorporator

Kyle P. Egger

2000 South Dixie Highway, Suite 112
Miami, FL 33133

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.

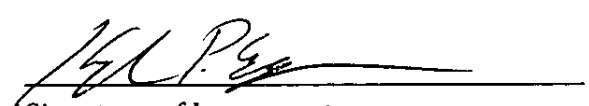


Signature of Registered Agent

06 AUG 12

Date

I submit this document and affirm 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.



Signature of Incorporator

06 AUG '12

Date

REGISTERED STATE
MICHIGAN STATE UNIVERSITY

12 AUG 10 PM 3:06

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