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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HEART N SOLE FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HEART N SOLE FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

**ARTICLE I**

**NAME**

The name of the corporation shall be Heart N Sole Foundation, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be: 7284 W. Palmetto Park Road, Suite 310, Boca Raton, FL 33433.

**ARTICLE III**

**PURPOSE**

The Corporation is a not-for-profit organization organized and operated exclusively for charitable, scientific, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Consistent with Section 501(c)(3) of the Code, the purposes for which the Corporation is formed are as follows:

- a) To provide sneakers to financially needy children, primarily to encourage participation in sporting and other athletic activities.
- b) To make grants to organizations, both domestic and international, organized for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code.
- c) To provide charitable grants to individuals provided that such grants constitute charitable purposes within the meaning of Section 170(c)(2)(B) of the Code.

The Corporation is organized exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any

one or more powers shall do so in furtherance of the exempt purposes for which it has been organized.

## ARTICLE IV

### TAX EXEMPT STATUS

The Corporation is not formed for and shall not be conducted or be operated for pecuniary gain or profit, incidental or otherwise. No part of the Corporation's assets, income or profit shall inure to the benefit of, or be distributable to, its directors, 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 its purposes set forth in these Articles. No part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in or include among its purposes any 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 provisions of any subsequent United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE V

### DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they, in the exercise of any absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that such disposition shall be calculated as to carry out the objects and purposes for which the Corporation is formed and only such objects and purposes; provided, however, that the recipients of such disposition shall be limited exclusively to the federal, state or local government exclusively for public purposes, or to any organization which, at the time of disposition, is exempt from tax under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent United States Internal Revenue law. Any such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE VI

### INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office is located at 1200 South Pine Island Road, c/o C T Corporation System, Plantation, Florida, 33324, and CT Corporation System at such address is the initial registered agent.

## ARTICLE VII

### DIRECTORS

Except as may otherwise be provided in these Articles of Incorporation, the number and term of Directors, the requirements for membership on the Corporation's Board of Directors, the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws.

## ARTICLE VIII

### INITIAL DIRECTORS

The names of the members of the initial Board of Directors of the Corporation, who shall serve until the first annual meeting of the members of the Corporation or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Matthew Benedict	7284 W. Palmetto Park Road, Suite 310, Boca Raton, FL 33433
Alex Benedict	7284 W. Palmetto Park Road, Suite 310, Boca Raton, FL 33433
David Horowitz	7284 W. Palmetto Park Road, Suite 310, Boca Raton, FL 33433

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## ARTICLE IX

### INCORPORATOR

The name and address, including street and number of the incorporator is as follows:  
Michael N. Fine, 227 West Monroe Street, Suite 6000, Chicago Illinois, 60606.

IN WITNESS WHEREOF, the incorporator of the Corporation, has executed these Articles of Incorporation on this 22 day of August, 2012.

  
Michael N. Fine

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CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS A REGISTERED AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Heart N Sole Foundation, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

CT Corporation System

By: Connie Bryan  
Name: Connie Bryan  
Title: Assistant Secretary  
Dated: August 22 2012

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