

N 95000000685

LAW OFFICES OF
MAYER & SAUERBERG
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WEST PALM BEACH, FLORIDA 33401

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EARL E. MAYER, JR.*
ERIC M. SAUERBERG, P.A.
P. 1000 KENNEDY, P.A.

DONALD W. MILLER, P.A., of Counsel**

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law
** Also Admitted in New Jersey

February 7, 1995

RECEIVED
FEB 9 1995
11:25 AM

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

FILED
FEB-9 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FL

Re: The Loving Family Foundation, Inc.

Dear Sir or Madam:

Enclosed are one (1) original Articles of Incorporation and Registered Agent form for the captioned corporation and one (1) copy of the Articles of Incorporation and Registered Agent form for the captioned corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our client's check in the amount of \$122.50 for:

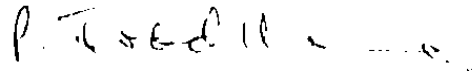
Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

Secretary of State
Division of Corporations
February 7, 1995
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

A handwritten signature in dark ink, appearing to read "P. Todd Kennedy". The signature is written in a cursive, flowing style.

P. Todd Kennedy

PTK:slp
Enclosures

skurka\ltrs\art-sos.ltr

ARTICLES OF INCORPORATION
OF
THE LOVING FAMILY FOUNDATION, INC.
(a not-for-profit corporation)

FILED
55 FEB -9 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit, and certifies as follows:

ARTICLE I
NAME

The name of the Corporation shall be "THE LOVING FAMILY FOUNDATION, INC." (hereinafter referred to as the "Corporation"). Its principal office shall be at 355 Maddock Street, West Palm Beach, Florida 33405, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is established, recognizing the importance of family for each child, whether that family be parental or extended through concerned caregivers. A purpose for which this Corporation is formed is to promote family experiences for children in need. The Corporation is dedicated to: (1) providing educational, recreational, and cultural experiences to children in need; children who, due to exceptional challenges of health, handicap, or life experiences (abuse or neglect), may be deprived of such experiences. The Corporation believes that these experiences are necessary for the happy and healthy life of every child. The Corporation strives to promote self-worth and self-esteem in every child and encourages interest in activities that will develop capabilities and confidence; (2) demonstrating to children in need that their community cares for them and that there are kind, caring and safe adults willing to help them. The Corporation will provide its services with the attitude of a loving and caring family. The Corporation will strive to include the child's family or caregivers when possible and appropriate; and (3) collaboration with public and private agencies to enhance all of the Corporation's services to children in need. The Corporation will serve as a conduit bringing together opportunities for children, trained and qualified volunteers wishing to serve children, and resources and logistics for action.

Additionally, the Corporation may conduct any activity which is permitted under §501(c)(3) of the Internal Revenue Code of 1986, as amended, including scientific, education and charitable

activities. The Corporation is organized exclusively for nonprofitable purposes.

The Corporation intends that it qualify for exemption from Federal income taxes under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and these Articles of Incorporation shall be construed consistently with the requirements thereof.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV POWERS

The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE V PROHIBITION AGAINST DISTRIBUTION OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VII
QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Corporation.

ARTICLE VIII
VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE IX
LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X
BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons who shall serve until the selection of their successors in accordance with the Bylaws. The Board of Directors of the Corporation shall have such number and terms as specified in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
EDWARD M. SKURKA, JR.	355 Maddock Street West Palm Beach, Florida 33405
ROSE HOLLINGSWORTH	6120 Forest Hill Blvd. Apt., 204 West Palm Beach, Florida 33415
DEBBIE FITZWILLIAM	P.O. Box 711 Jupiter, Florida 33468

ARTICLE XI
INCORPORATORS

The name and address of the subscriber and incorporator is as follows:

Name

Address

EDWARD M. SKURKA, JR. 355 Maddock Street
West Palm Beach, Florida 33405

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or having hereafter being, director or officer of the Corporation, or by reason of any action alleged to have been taken or admitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE XIII
DISSOLUTION


Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision 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 the Court of Common Pleas, or like court, 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 XIV
INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address are the following:


EDWARD M. SKURKA, JR.
355 Maddock Street
West Palm Beach, Florida 33405

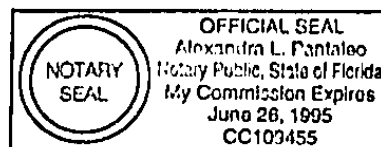
IN WITNESS WHEREOF, I have hereunder set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 6th day of February,
1995.


EDWARD M. SKURKA, JR., Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th
day of February, 1995 by EDWARD M. SKURKA, JR., who is personally
known to me or who produced FL DL #3626-233-47-168-0 as
identification, and who did () or did not (✓) take an oath.


Printed Name: ALEXANDRA L. PANTALEO
Notary Public
State of Florida at large

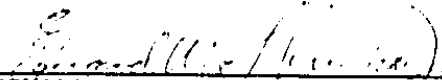


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.091, Florida Statutes, the following is submitted:

First - that THE LOVING FAMILY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 355 Maddock Street, West Palm Beach, Florida 33405.


Second - EDWARD M. SKURKA, JR. located at 355 Maddock Street, West Palm Beach, Florida 33405, as its agent to accept service of process within Florida.



EDWARD M. SKURKA, JR., Incorporator

Date: February 6, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.



EDWARD M. SKURKA, JR.
as Registered Agent

FILED
FEB -9 PM 4:37
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

Date: February 6, 1995