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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
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FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 9-0000  
CONTACT: RAY STORMONT  
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((H95000003039))  
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: UNITED CHARITIES OF SOUTH FLORIDA, INC.  
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MM-28-1995 1013 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNITED CHARITIES OF SOUTH FLORIDA, INC.  
REF: W95000005978

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000003039  
Letter Number: 795A00012000

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

MP-21 1995 10:51 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morlham  
Secretary of State

March 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNITED CHARITIES OF SOUTH FLORIDA, INC.  
REF: W95000005978

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000003039  
Letter Number: 095A00012367

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

CERTIFICATE OF INCORPORATION  
OF  
UNITED CHARITIES OF SOUTH FLORIDA, INC.  
(not-for-profit corporation)

Pursuant to the provisions of Section 617.012, Florida Statutes, the undersigned hereby certifies that the following constitute the Articles of Incorporation of United Charities of South Florida, Inc. and that the undersigned has been authorized to file this Certificate for Incorporation by a meeting of the directors of the United Charities of South Florida, Inc.

ARTICLES OF INCORPORATION  
OF  
UNITED CHARITIES OF SOUTH FLORIDA, INC.

We, the undersigned, propose to become a corporation under the laws of Florida providing for the incorporation of a non-profit corporation under a charter as follows:

ARTICLE I - NAME

The name of the corporation shall be UNITED CHARITIES OF SOUTH FLORIDA, INC.

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized is exclusively charitable and educational as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954. Any references herein to any provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

The general purpose for which the corporation is organized is to engage in any activity or business permitted under the Laws of the United States and of the State of Florida. The specific purpose for which the Corporation is organized is to promote worthy causes in the community.

ARTICLE III - MEMBERSHIP

Qualification for membership in the corporation shall be established by the By-Laws of the corporation.

FREDRIC C. BURESH, ESQ.  
540 N.E. 4TH STREET  
FT. LAUD., FL 33301  
(305) 763.9330  
FL. BAR NO. 167614

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ARTICLE IV - TERM

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than three (3). The method of election of directors shall be stated in the By-laws. The names and addresses of the initial Directors of this corporation are:

- |              |   |
|--------------|---|
| Matt Lyons   | 901 South Federal Highway<br>Fort Lauderdale, Florida 33316 |
| Keith Martin | 901 South Federal Highway<br>Fort Lauderdale, Florida 33316 |
| Sean Pavlik  | 901 South Federal Highway<br>Fort Lauderdale, Florida 33316 |

ARTICLE VI - AMENDMENT

These Articles may be amended by a majority vote of the members voting at a meeting of the corporation, provided that the proposed amendments shall have been included in the notice of the meeting.

ARTICLE VII - ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, Directors, Officers or employees, or any other individual, whether before, upon or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursement for expenses incurred, in conducting its affairs.

ARTICLE VIII - POWERS

In furtherance of its purpose, the corporation shall have the following powers:

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1. To hire, lease, buy, inherit or otherwise acquire and hold land, buildings, equipment, or other real or personal property for the United Charities of South Florida office, camp or similar purpose; to build, construct, operate and manage the said property for the benefit of the United Charities of South Florida, Inc. and to rent, lease, mortgage or sell all or part of such real or personal property acquired by said corporation.

2. To do, perform, and supervise any and all things in furtherance of the general purpose herein before expressed and not inconsistent with the Florida Not-for-Profit Corporation Act or the Florida General Corporation Act as it may apply to Not-for-Profit Corporations and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to, and under which, this corporation is formed, as such laws are now in effect and may at any time hereafter be enacted or amended.

#### ARTICLE IX - DISSOLUTION

In the event of the dissolution or final liquidation of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged or adequate provision made therefor, all remaining property and assets of the corporation shall be distributed, conveyed, assigned or transferred to organizations which comply with the following conditions: Such organizations shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954, or, such remaining assets shall be liquidated pursuant to applicable law.

#### ARTICLE X - PRINCIPAL OFFICE

The principal office of this not-for-profit corporation is at 901 South Federal Highway, Fort Lauderdale, Florida 33316.

#### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 901 South Federal Highway, Fort Lauderdale, Florida 33316 and the name of its initial registered agent at that address is Matt Lyons.

#### ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

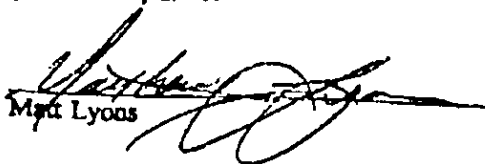
**ARTICLE XIII - INCORPORATOR**

The name and address of the incorporator and the person signing these Articles is:

Matt Lyons

901 South Federal Highway  
Fort Lauderdale, Florida 33316

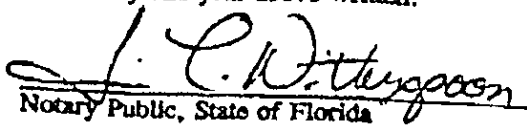
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Fort Lauderdale, Florida, this 13 day of March, 1995.

  
Matt Lyons

STATE OF FLORIDA  
SS.  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 1995, by Matt Lyons, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

  
Notary Public, State of Florida

Terri L. Witherspoon  
(Print Name Here)

My Commission Expires:



TERRI L. WITHERSPOON  
My Commission Expires Mar. 01, 1998  
Bonded by NAJ  
800-482-1585

5E000000564

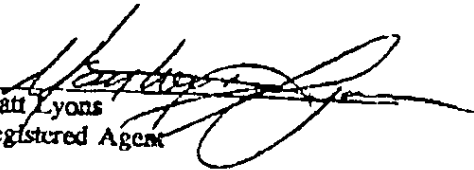
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 507.034 Florida Statutes, the following is submitted in compliance with said Act:

First that United Charities of South Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 901 South Federal Highway, Fort Lauderdale, Florida 33316, County of Broward, State of Florida, as named Matt Lyons, located at 901 South Federal Highway, Fort Lauderdale, Florida 33316 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Matt Lyons  
Registered Agent

United Charities

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