

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

FROM: CORPORATE CREATIONS MIAMI
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STATE OF FLORIDA
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RONALD W. SHANE FOUNDATION, INC.

a Florida not-for-profit corporation

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be RONALD W. SHANE FOUNDATION, INC.

ARTICLE II

Principal Office; Registered Office and Agent

The street address of the principal office of the corporation is: 160 NW 176th Street #306, Miami, Florida 33169, and registered office of this corporation is: 160 NW 176th Street #306, Miami, Florida 33169, Miami, Florida and the name of the registered agent of this corporation at that address is: Stacy Shane.

ARTICLE III

Duration

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE IV

Purpose

The purposes for which the corporation is organized are:

A. This corporation is organized and shall operate exclusively for charitable, education and scientific purposes; including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986

(or the corresponding provision of any future United States Internal Revenue Law), and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying or selling options, maintaining a special subscription account and dealing in commodities; and

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(6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of

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the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes. Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the corporation.

ARTICLE V

Qualifications of members.

Ronald W. Shane shall be a member of this Corporation until his death, and thereafter existing and future members shall be qualified and admitted as such upon election or appointment to the Board of Directors but only for so long as such persons serve as Directors.

ARTICLE VI

Board of Directors

This corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| Ronald Shane | 160 NW 176th Street #306 Miami, Florida 33169 |
| Scott Shane | 160 NW 176th Street #306 Miami, Florida 33169 |
| Stacey Shano | 160 NW 176th Street #306 Miami, Florida 33169 |

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ARTICLE VII

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Stock

This corporation is organized under a non-stock basis.

ARTICLE VIII

Disposition of Assets on Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of May, 1995.

Signature of Officers

Ronald W. Shams
RONALD SHAMS, President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

RONALD W. SHANE FOUNDATION, INC.

2. The name and addresses of the registered agent and office is:

STACEY SHANE
160 NW 176th Street #306
Miami, Florida 33169


RONALD W. SHANE, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


STACEY SHANE

DATE: May 5, 1995

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra D. Northam
Secretary of State

June 14, 1995

RONALD W. SHANE FOUNDATION, INC.
160 N.W. 176TH STREET
#305
MIAMI, FL 33169

SUBJECT: RONALD W. SHANE FOUNDATION, INC.
REF: H95000002264

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

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000006459
Letter Number: 195A00029246

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

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Articles of Amendment
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article I. Name

The name of this Florida corporation is Ronald W. Shane Foundation Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the following is added to Article IV:

G 1) The corporation will distribute its income for each tax 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal code.

3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal code.

4) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal code.

5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal code.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted by the Corporation's Board of Directors on June 9, 1995.

Article IV. Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors.

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 872-0688

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Article V. Membership Approval

There are no members entitled to vote on this amendment.

An authorized representative of the Corporation executed these Articles of Amendment on June 9, 1995..

Ronald W. Shane Foundation Inc.

By: Joseph P. Webb
Its: Assistant Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0688

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