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DEPARTMENT OF STATE
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NAME: PHOENIX RISING FOUNDATION, INC.
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ARTICLES OF INCORPORATION
OF
PHOENIX RISING FOUNDATION, INC.

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

PHOENIX RISING FOUNDATION, INC.

The principal place of business of this corporation shall be:

1521 ALTON ROAD, SUITE 65, MIAMI BEACH, FLORIDA 33139

ARTICLE II PURPOSE

This not-for-profit corporation is organized for the following purposes:

This Instrument Prepared by:
LAW OFFICE OF RICHARD C NEALE, P.A.
1051 WEST 29 ST., SUITE 3
MIAMI, FL 33012
FL BAR #0716642 / (305) 884-2399

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organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III. POWERS, AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment of performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

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(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the Corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article IX of these Articles of Incorporation.

(b) No part of the income or principal of the 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 fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. 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.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or

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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 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 for the purposes within those hereinabove set forth and within the intent of Section 501(c)(6) of the Code and its regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE IV QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI INCORPORATORS

The name and street address of the Incorporators of the Corporation are:

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MARK KURITSKY

1030 16TH ST., #3
MIAMI BEACH, FL 33139

JIM MOSES

1061 EUCLID AVE., #205
MIAMI BEACH, FL 33139

DARRIN BONDY

800 10TH ST., #4
MIAMI BEACH, FL 33139

ANDREW WOXNEVODSKY

1420 PENNSYLVANIA AVE., #406
MIAMI BEACH, FL 33139

JACK JUBRAN

631 EUCLID AVE., #3
MIAMI BEACH, FL 33139

CHRISTOPHER NASHN

312 OCEAN DRIVE, #17
MIAMI BEACH, FL 33139

ARTICLE VII DIRECTORS

Section 1. The initial Board of Directors shall consist of six (6) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than four (4).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve on the Board of Directors until the first election under these Articles of Incorporation are:

MARK KURITSKY

1030 16TH ST., #3
MIAMI BEACH, FL 33139

JIM MOSES

1061 EUCLID AVE., #205
MIAMI BEACH, FL 33139

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DARRAN ROMDY

800 10TH ST., #4
MIAMI BEACH, FL 33139

ANDREW MOYEVODSKY

1420 PENNSYLVANIA AVE., #406
MIAMI BEACH, FL 33139

JACK JURNAN

631 EUCLID AVE., #3
MIAMI BEACH, FL 33139

CHRISTOPHER KASHE

312 OCEAN DRIVE, #17
MIAMI BEACH, FL 33139

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII OFFICERS

Section 1. The affairs of the Corporation are to be managed by President, Vice President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

Section 3. The names of the officers who are to serve until the first election under these Articles are:

PRESIDENT: MARK KURITKY

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VICE PRESIDENT: JIM MONES
VICE PRESIDENT: JACK JUDMAN
VICE PRESIDENT: CHRISTOPHER KASHIR
VICE PRESIDENT: ANDREW WOYKOVODSKY
TREASURER: DARREN BONDY
SECRETARY: DARREN BONDY

ARTICLE IX BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE X AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XI INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1051 West 29 Street, Hialeah, FL 33139 and the name of the initial registered agent of this corporation at that address is RICHARD GONZALES, Esquire.

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ARTICLE XII

MEETING OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. Twenty-five percent of members shall constitute a quorum for the holding of any meeting of members.

ARTICLE XIII DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this

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ענין זכרון

Darren W Bondy
James J. Moore
Mark K. S.
Christopher K. K.
J. N. W. W. W.
J. N. W. W. W.

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared and I personally know known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

995. 
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LAW
MY COMMISSION EXPIRES MAY 07, 1998
BONDED THRU HICKLEBERRY & ASSOCIATES

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ARTICLES OF INCORPORATION FILING FEE:

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 SECTION 40.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT: PHOENIX RISING FOUNDATION, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD GONZALEZ, AS REGISTERED AGENT LOCATED AT 1051 WEST 29TH STREET, MIAMI, FLORIDA 33132 TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Darren W. Brady

Mark May Ky

A. V. Wapen

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED

2/21/95

Richard Gonzalez

RICHARD GONZALEZ, REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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