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**N9500003159**

ACCOUNT NO. : 072100000052

REFERENCE : 628224 8814A

AUTHORIZATION : *Patricia Poyt*

COST LIMIT : \$ 122.50

ORDER DATE : June 28, 1995

ORDER TIME : 2:54 PM

ORDER NO. : 628224

CUSTOMER NO: 8814A

600001526316

CUSTOMER: Robert R. Morris, Esq  
FUCHS JONES & MORRIS

590 Royal Palm Beach Boulevard

Royal Palm Bch, FL 33411

DOMESTIC FILING

NAME: THE ROA FOUNDATION, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: T. BROWN

FILED  
95 JUN 29 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL - 3 1995

~~1095-13759~~  
~~634, 2295, 641~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 29, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE ROA FOUNDATION, INC.  
Ref. Number: W95000013259

We have received your document for THE ROA FOUNDATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 295A00031929

ARTICLES OF INCORPORATION  
OF  
THE ROA FOUNDATION, INC.

95 JUN 29 AM 11:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Chapter 617, Florida Statutes, the undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
Name of Corporation

The name of this Corporation shall be THE ROA FOUNDATION, INC.

ARTICLE II  
Purposes

This Corporation is organized for the transaction of any and all lawful business, the purposes of which are exclusively charitable or educational within the meaning of Section 501 of the Internal Revenue Code of 1986.

ARTICLE III  
Prohibited Activities

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV  
Membership

There shall be two classes of Members of the Corporation: Voting Members and Non-voting Members. There shall at all times be at least one Voting Member. There shall always be an odd number of Voting Members, and there shall always be an odd number of Non-voting Members. The sole initial Voting Member shall be Hector Roa. The initial Non-voting Members shall be Bonnie Roa, Lynette Roa, and Joshua Roa. The number, qualification, and manner of admission of Members shall otherwise be as provided in the Bylaws.

There shall be a Chairman of the Member(s) which shall, except as otherwise provided herein, be elected by a majority of all Voting Member(s). The initial Chairman of the Members shall be Hector Roa.

At such time as Hector Roa is no longer a Voting Member, unless there are other Voting Member(s), the initial Non-voting Members named in these Articles of Incorporation, Bonnie Roa, Lynette Roa, and Joshua Roa, or such of them as are then Members, shall become the Voting Members.

ARTICLE V  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1510 Latham Road, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation at such address is Hector Roa. The principal address and the registered office address are the same.

ARTICLE VI  
Board of Trustees

Section 1. Election and Removal. Trustees shall be elected and may be removed with or without cause, notice or hearing only by the affirmative vote of a majority of all Voting Member(s).

ARTICLE VII  
Dissolution

Upon the dissolution of this Corporation, any assets shall be distributed for one or more purpose or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code, or to the federal, or a state, or local government for exclusively public purposes.

ARTICLE VIII  
Bylaws

The Bylaws of this Corporation shall be adopted, altered, amended or rescinded at any regular or special meeting of the members of this Corporation by the affirmative vote of a majority of all of the Voting Member(s) of the Corporation.

ARTICLE IX  
Incorporator

The name and address of the incorporator of this Corporation is:

Hector Roa                      1510 Latham Road  
   West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26<sup>TH</sup> day of June, 1995.

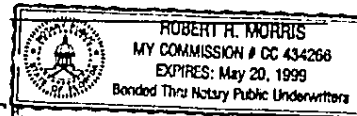
Hector Roa  
HECTOR ROA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26<sup>TH</sup> day of June, 1995, by HECTOR ROA, who is personally known to me or has produced as identification and who did (did not) take an oath.

Robert H. Morris  
Notary (Print and Sign Name)  
Commission No.

D:\DOCS\CORP\ROA\ART-INC



CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

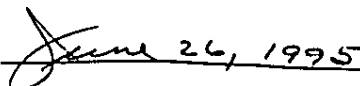
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:

THAT THE ROA FOUNDATION, INC., DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 1510 LATHAM ROAD, WEST PALM BEACH, FLORIDA 33409, HAS NAMED HECTOR ROA, LOCATED AT 1510 LATHAM ROAD, WEST PALM BEACH, FLORIDA 33409, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.

  
HECTOR ROA

INCORPORATOR

  
June 26, 1995

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

DATED this 26th day of June, 1995.

  
HECTOR ROA  
Registered Agent

FILED  
95 JUN 29 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

N 950000

3159

ACCOUNT NO. : 072100000032

REFERENCE : 224374 7106980

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ ~~90.00~~

ORDER DATE : January 16, 1997

3500

ORDER TIME : 10:10 AM

ORDER NO. : 224374-005

400002060294--8

CUSTOMER NO: 7106980

CUSTOMER: Robert R. Morris, Esq  
Robert R. Morris, P.a.  
Suite 205  
685 Royal Palm Beach Boulevard  
Royal Palm Bch, FL 33411

FILED  
97 JAN 21 AM 9:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: THE ROA FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

ALL [Signature] 2/13



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 16, 1997

CSC  
W. CHARLES EARNEST  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: THE ROA FOUNDATION, INC.  
Ref. Number: N95000003159

We have received your document for THE ROA FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year.

Therefore, the total amount due to reinstate the corporation is \$297.50. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1996 Annual Report.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

AN INCORPORATOR CAN NOT FILE OR ADOPT AN AMENDMENT FOR A NONPROFIT CORP. IF YOU STILL WISH TO FILE THE AMENDED ARTICLES, TAKE OUT THE HEADING AND ATTACH THE ENCLOSED FORM.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 297A00002328

RECEIVED  
96 FEB 12 PM 4:22  
AMENDMENT Fee is \$135.00



ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

THE ROA FOUNDATION, INC.

FILED  
97 JAN 21 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article II, Purposes being amended to read:

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article III, Prohibited activities, the third unnumbered paragraph being amended to read:

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

SECOND: The date of adoption of the amendment(s) was: January 13, 1997.

THIRD: Adoption of Amendment

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

THE ROA FOUNDATION, INC.  
Corporation Name  
Hector Roa Chairman  
Signature  
HECTOR ROA  
Printed Name

Chairman of the Board January 13, 1997  
Title Date

