

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

2010 PLACES ROAD, SUITE 400

BOCA RATON, FLORIDA 33433

BOCA RATON 407-366-0500

PALEMBACH 407-336-2111

BRUNSWARD 305-964-2440

FAX 305-427-4303

July 7, 1995

400 EAST AVENUE  
ROCHESTER, NY 14607

716-454-6950

FAX 716-454-4698

1 ROBERT SPECK PARKWAY, SUITE 810  
MISSISSAUGA, ONT. CANADA L4Z 3G6

PRACTICE RESTRICTED TO U.S. LAW

(905) 566-5061

FAX (905) 566-2049

110 N. MICHIGAN AVE.  
BUFFALO, NY 14203  
716-855-4111  
NAT FAX 716-855-1442  
CANADIAN FAX 716-855-5555

THREE EIGHT SQUARE  
ALBANY, NY 12207

(518) 485-2111

FAX (518) 485-507

N9500003254

Dear Sir:

RE: New Pines Foundation Incorporated

Enclosed is an original and one duplicate original of the Articles of Incorporation for New Pines Foundation Incorporated. Also enclosed is our check for \$122.50. Please return the certified copy to the undersigned, in the enclosed pre-paid Federal Express envelope.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

*Mary Fritze*

Mary Fritze  
Legal Assistant

Enclosures

FILED  
95 JUL 10 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*7/11/95*

RECEIVED JUL 11 1995  
07:15 PM  
\*\*\*122.50\*\*\*

ARTICLES OF INCORPORATION  
FOR  
NEW PINES FOUNDATION INCORPORATED

FILED  
95 JUL 10 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

NEW PINES FOUNDATION INCORPORATED.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the corporation shall be: c/o Florida Atlantic University, Department of Criminal Justice, 777 W. Glades Road, Boca Raton, Florida 33431.

ARTICLE III

Purposes

The purposes for which the corporation is organized are:

1. To provide a permanent, efficient and practical mode of collecting and distributing contributions given for private, charitable or philanthropic purposes and to devote the sums so collected to the building and support of community centers, classes, community activities, lecture series and other recreational, cultural and educational programs and to engage in such other charitable or philanthropic programs as may be provided for in the corporation's By-Laws.

2. To receive and administer funds for charitable purposes and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease and otherwise, either absolutely or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, (b) to sell, convey or otherwise dispose of any such property and (c) to invest, reinvest and otherwise deal with the principal or income thereof, all in such manner as, in the judgment of the board of directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation or any laws applicable thereto.

3. To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof,

but not for the pecuniary profit or financial gain of the corporation's members, trustees, directors or officers.

4. Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any successor section or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any successor section.

5. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

6. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), nor shall the corporation participate in or intervene in (including the publication or distribution of

statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation is organized and at all times shall be operated exclusively for charitable, cultural, and educational purposes and shall to the extent permitted by law be authorized to accept appointment and to serve as trustee of charitable trusts, legacies and foundations.

#### ARTICLE IV

##### Manner of Election of Directors

The manner in which the directors are elected or appointed shall be as set forth in the corporation's By-Laws.

#### ARTICLE V

##### Limitation of Corporate Powers

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes.

#### ARTICLE VI

##### Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is: HRAWG Corp., 2000 Glades Road, Suite 400, Boca Raton, Florida 33431-7386.

ARTICLE VII

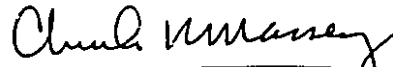
Incorporators

Names and street addresses of the incorporators for  
these Articles of Incorporation are:

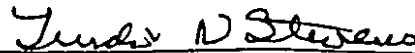
Charles R. Massey, Ph.D.  
c/o Florida Atlantic University  
Department of Criminal Justice  
777 W. Glades Road  
Boca Raton, Florida 33431

Trudi N. Stevens, Ed.D.  
7000 Northeast Harbor Terrace  
Apartment 331  
Boca Raton, Florida 33431

The undersigned incorporators have executed these  
Articles of Incorporation this 7<sup>th</sup> day of July, 1995.



Charles R. Massey, Ph.D.  
Incorporator



Trudi N. Stevens, Ed.D.  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Having been appointed as registered agent and to accept service of process for the above-named corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

By: 

Cormac C. Conahan  
Vice President

47922

FILED  
95 JUL 10 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# N95000003254

12/07/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

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(((H95000013769)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: HODGSON, RUSS, ANDREWS, ET AL.  
DEPARTMENT OF STATE 2000 GLADES ROAD  
STATE OF FLORIDA SUITE 400  
409 EAST GAINES STREET BOCA RATON FL 33431  
TALLAHASSEE, FL 32399 CONTACT: MARY FRITZC  
FAX: (904) 922-4000 PHONE: (407) 394-0500  
FAX: (305) 427-4303

(((H95000013769)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: NEW PINES FOUNDATION INCORPORATED

FAX AUDIT NUMBER: H95000013769 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 12/07/1995 TIME REQUESTED: 14:56:59  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
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\*\* ENTER 'N' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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*(copy made from original)*  
*Handwritten signature*

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95 DEC -7 PM 4:14  
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FILED  
95 DEC -7 PM 4:54  
TALLAHASSEE, FLORIDA



H95000013769

**HODGSON RUSS  
ANDREWS  
WOODS &  
GOODYEAR LLP**  
ATTORNEYS AT LAW

2000 Glades Road  
Suite 400  
Boca Raton, FL 33431  
407-394-0500 BOCA RATON  
407-366-2177 PALM BEACH  
305-764-2440 MIAMI  
TEL 305-427-4303

Albany  
Boca Raton  
Buffalo  
New York  
Rochester  
Mississippi  
(Tampa)

December 7, 1995

VIA TELECOPY

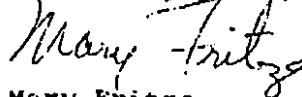
Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32302

Dear Sir:

RE: New Pines Foundation Incorporated

Attached are the Articles of Amendment of the Articles of Incorporation for New Pines Foundation Incorporated. Please charge our account and forward a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,



Mary Fritze  
Legal Assistant

Attachment

H95000013769

H95000013769

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF

FILED  
95 DEC -7 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW PINES FOUNDATION INCORPORATED

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is: NEW PINES FOUNDATION INCORPORATED

2. A new ARTICLE VIII - DISSOLUTION - is hereby added to read as follows:

ARTICLE VIII

Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section 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 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

THIS INSTRUMENT PREPARED BY:

Cormac C. Conahan, Esq.

Hodgson, Russ, Andrews, Woods & Goodyear, LLP

2000 Glades Road, Suite 400

Boca Raton, FL 33431

Telephone: (407) 394-0500

Florida Bar No. 179667

H95000013769

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and operated exclusively for such purposes.

3. The Articles of Amendment was adopted at a meeting of the Board of Directors by a majority vote of the directors held on December 1, 1995. There are no members in the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 1<sup>st</sup> day of December, 1995.

NEW PINES FOUNDATION INCORPORATED

BY: 

Peter A. Petracco, Vice President

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