

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 282-1000

640001880320  
00000000000000000000  
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Shared Blessings Foundation, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☒ Pick up time 5/20/96

☐ Will wait

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☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 MAY 20 AM 11:45  
RECEIVED  
95 MAY 20 AM 11:06  
DIVISION OF CORPORATION

5/20/96

**ARTICLES OF INCORPORATION  
OF  
SHARED BLESSINGS FOUNDATION, INC.**

FILED  
55 MAY 20 AM 11:45  
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FALLS CHURCH, VA

The undersigned Incorporator, Lawrence N. Rosen, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

The name of the Corporation is SHARED BLESSINGS FOUNDATION, INC.

**ARTICLE TWO  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 13061 Sabal Chase Street, Palm Beach Gardens, Florida 33418. The mailing address of the Corporation is 13061 Sabal Chase Street, Palm Beach Gardens, Florida 33418.

**ARTICLE THREE  
PURPOSES AND POWERS**

- a. The purposes for which the Corporation is organized are exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding provision or provisions of any future United States Internal Revenue law.
- b. Powers of the Corporation. All powers of a corporation not prohibited by law, these Articles of Incorporation or the By-laws of the Corporation.
- c. Limitation on Powers. Notwithstanding any powers guaranteed to the Corporation by its Articles of Incorporation or By-laws or any law of the State of Florida, the following limitations shall apply and be paramount:

- i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the 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 these Articles of Incorporation.
  - ii. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.
  - iii. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Code (b) by a Corporation, contributions to which are deductible under section 170(a), of the Code, or (c) by a corporation organized under the Florida Not for Profit Corporation Act.
4. The Corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of Section 509(a) of the Code.

#### **ARTICLE FOUR DIRECTORS**

The method of election of the directors of the Corporation is set forth in the By-laws.

#### **ARTICLE FIVE COMPLIANCE WITH INTERNAL REVENUE CODE**

The Corporation shall 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 Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE SIX  
DISTRIBUTION OF ASSETS UPON LIQUIDATION OF CORPORATION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or which are described in Section 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE SEVEN  
MEMBERS**

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-laws of the Corporation as from time to time in effect.

**ARTICLE EIGHT  
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent and registered office are:

Lawrence N. Rosen  
2925 Aventura Boulevard, Suite 308  
Aventura, Florida 33180

**ARTICLE NINE  
INCORPORATOR**

The name and address of the incorporator is as follows:

Lawrence N. Rosen  
2925 Aventura Boulevard, Suite 308  
Aventura, Florida 33180

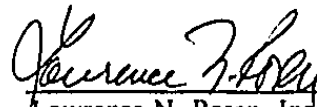
**ARTICLE TEN  
AMENDMENT**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members at any time provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

**ARTICLE ELEVEN  
REFERENCES TO INTERNAL REVENUE CODE AND FLORIDA LAW**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereinafter amended.

The undersigned has executed these Articles of Incorporation this 17th day of May, 1996.

  
\_\_\_\_\_  
Lawrence N. Rosen, Incorporator

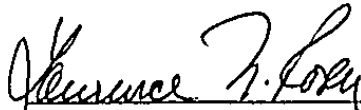
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95 MAY 20 AM 11:45  
SECRETARY  
TALLAHASSEE  
FLA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the corporation mentioned below, 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 Shared Blessings Foundation, Inc.
2. The name and address of the registered agent and office is Lawrence N. Rosen, 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Lawrence N. Rosen

Dated: May 17, 1996

FILED  
96 MAY 20 AM 11:45  
TALLAHASSEE  
FLA

CORPORATE  
ACCESS,  
INC.

**N96000002665**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

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**8/16/96** *(C.B.)*

CERTIFIED COPY

CUS

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1.) Shared Blessings Foundation, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**N HENDRICKS** **AUG 16 1996**

RECEIVED  
96 AUG 16 PM 12:27  
DIVISION OF CORPORATION

FILED  
96 AUG 16 12:33  
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TALLAHASSEE

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*Amended*

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF SHARED BLESSINGS FOUNDATION, INC.

FILED  
96 AUG 16 PM 2:38  
SECRET  
FALLAB

1. The name of the corporation is SHARED BLESSINGS FOUNDATION, INC. (the "Corporation").
2. Article Ten of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE TEN

These Articles of Incorporation may be amended by a two thirds (2/3) vote of the Board of Directors at any time provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code."

3. There are no members of the Corporation entitled to vote on the foregoing Amendment.
4. This Amendment was recommended and approved by a unanimous vote of the Board of Directors of the Corporation on July 3, 1996.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 3rd day of July, 1996.

SHARED BLESSINGS FOUNDATION, INC.

By: William B. Oberlink  
William B. Oberlink, President

[SEAL]