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BERTRAM SHAPERO, ATTORNEY AT LAW
224 DATURA ST, RM 414
WEST PALM BEACH, FL 33401-5632
PHONE AND FAX (561) 832-6660

November 2, 1996

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Enclosed please find the Articles of Incorporation of the nonprofit corporation, THE M. C. ALLEN FOUNDATION, INC. and the required Filing Fee. Please send acknowledgement of Filing to me at the above address.

Sincerely,


Bertram Shapero

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ARTICLES OF INCORPORATION OF
THE M. C. ALLEN FOUNDATION, INC.

ARTICLE I

The name of this corporation is The M. C. Allen Foundation, Inc..

ARTICLE II

The street address of the initial principal office is 224 Datura Street, Room 414, West Palm Beach, FL and the mailing address of the initial principal office is 232 Cherry Lane, Palm Beach, FL 33480.

ARTICLE III

The purpose of this corporation is to aid homeless and oppressed animals, children in need and destitute adults, within the meaning of Internal Revenue Code Section 501 (c) (3).

ARTICLE IV

The number of individuals on the Board of Directors, which may never be less than three, and the method of their election shall be as stated in the Bylaws. The names and addresses of the persons who shall serve on the initial Board of Directors are:

Louise Dean
232 Cherry Lane
Palm Beach, FL 33480

Joan Ergen
9 West Harbor Dr
Bayville, NY 11709

Bertram Shapero
224 Datura St
Palm Beach, FL 33401

ARTICLE V

The qualifications for members and the manner of their admission are as stated in the Bylaws

ARTICLE VI

The street address of this corporation's initial registered office is 224 Datura St, West Palm Beach, FL 33401 and its Registered Agent at that office is Bertram Shapero.

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ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII

In the event of dissolution of this corporation, its residual assets will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any future law, or to the Federal, State or local Governments for exclusive public purpose.

ARTICLE IX

The name and address of the incorporator of this corporation is Louise Dean, 232 Cherry Lane, Palm Beach, FL 33480.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, Oct 29, '96

Louise Dean

Louise Dean

CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT

In compliance with Sections 48.091, 617.501 et al., the following is submitted:

Having been named to accept Service of Process for The M. C. Allen Foundation, Inc., at the Place Designated in these Articles of Incorporation, I hereby accept said Appointment. I am familiar with and accept the obligations of this position and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Bertram Shapero

Bertram Shapero,
224 Datura St
West Palm Beach, FL 33401
Designated Registered Agent