

N98000000011
BRODIE & PAWLUC
C O U N S E L L O R S A T L A W
LAWRENCE P. BRODIE SONIA M. PAWLUC

December 29, 1997

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-12/31/97--01038--006
***122.50 ***122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above not-for-profit corporation and a check in the amount of \$122.50 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
Post Office Box 2690
Stuart, FL 34995
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,

Lawrence Brodie

Lawrence P. Brodie

rlb
Enclosures

Dmc
1-2-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.

ARTICLE I. NAME

The name of this Corporation is BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC., and it shall have perpetual duration.

ARTICLE II. ADDRESS

The street and mailing address of the initial principal office of the Corporation is 1975 Monterey Road, Stuart, Florida 34994.

ARTICLE III. PURPOSE

This Corporation is a not-for-profit corporation and is organized and shall operate exclusively as a nonprivate foundation for charitable, educational and scientific purposes, in support of Big Brothers and Big Sisters of Martin County, Inc., including, the making of distributions exclusively to that organization so long as it qualifies as an exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended and as it may be amended in the future or the corresponding provisions of any future United States Internal Revenue Law (the "IRC"); and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

For the accomplishment of its purposes, the Corporation may exercise all the powers provided by law for corporations without limitation. Provided, however, this Corporation is organized exclusively for charitable, educational and scientific purposes and shall operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the IRC, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the IRC. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under 501(c)(3) of the IRC, or by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.

ARTICLE IV. BOARD OF DIRECTORS

The number of directors of the Corporation shall never be fewer than three and actual number and their election shall be as provided in the bylaws.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION**BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.****ARTICLE V. INCORPORATORS**

The names and residential addresses of the incorporators are:

<u>Name</u>	<u>Residential Address</u>
Lawrence P. Brodie	6721 SE Harbor Circle Stuart, Florida 34996
Gerald D. Saelzer	1556 SW Monarch Club Drive Palm City, Florida 34990
Elaine L. Decker	2015 NW Fork Road Stuart, Florida 349994

ARTICLE VI. REGISTERED AGENT

The street address of the registered office of the Corporation is 819 S. Federal Highway, Suite 106, Stuart, Florida 34994.

ARTICLE VII. OPERATING REQUIREMENTS

The Corporation will 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 IRC.

The Corporation will not:

- (i) engage in any self dealing as defined in Section 4941(d) of the IRC;
- (ii) retain any excess business holdings as defined in Section 4943(c) of the IRC;
- (iii) make any investment in such a manner as to subject it to tax under Section 4944 of the IRC; and
- (iv) make any taxable expenditures as defined in Section 4945(d) of the IRC.

ARTICLE VIII. NO BENEFIT

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, 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 Article III above.

ARTICLE IX. DISSOLUTION

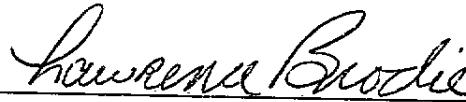
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed in furtherance of the purposes set forth in Article III above, it being intended that no distribution or payment

ARTICLES OF INCORPORATION

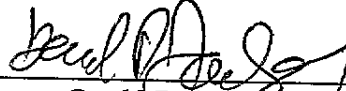
BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.

shall be made that will impair or destroy the tax exempt status of the Corporation or that will result in the denial of tax exempt status to donations, contributions, legacies, or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation and that such distributions shall only be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), 2055(a) and 170(c) of the IRC.

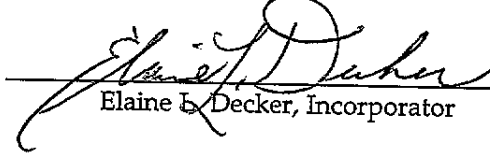
We, the undersigned, being the incorporators of this Corporation, have executed these Articles of Incorporation on



Lawrence P. Brodie, Incorporator



Gerald D. Saelzer, Incorporator



Elaine L. Decker, Incorporator

ARTICLES OF INCORPORATION

BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED FOUNDATION, 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 foundation is BIG BROTHERS AND BIG SISTERS OF MARTIN COUNTY FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Lawrence P. Brodie
819 S Federal Highway, Suite 106
Stuart, Florida 34994

Having been named as registered agent and to accept service of process for the above-stated foundation 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.

Dated: December 29, 1997



Lawrence P. Brodie, Registered Agent