

N98000000311

LAW OFFICES OF
RICHARD C. BAGDASARIAN
PROFESSIONAL ASSOCIATION

RICHARD C. BAGDASARIAN
Board Certified
Civil Trial Lawyer

CERTIFIED MEDIATOR

Comerica Bank Building, Suite 302
1800 Corporate Boulevard, N.W.
Boca Raton, Florida 33431

Telephone (561) 998-7808
FAX (561) 241-3226

January 14, 1998

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

400002405004--5
-01/20/98--01093--004
****131.25 ****131.25

Re: THE GENEVIEVE FOUNDATION, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$131.25 to cover the following:

Filing Fee for Articles	\$ 70.00
Certified Copy Fee	\$ 52.50
Certificate of Status	\$ 8.75
Total	\$131.25

The certified copy of the Articles should be mailed to the undersigned at the above address.

Thank you for your cooperation in this matter.

Very truly yours,


RICHARD C. BAGDASARIAN

RCB/mca
Encs.

C:\OFFICE\WPWIN\WPDOCS\GENEVIEVE.MCA\STATE

FILED
98 JAN 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/21/98 - Yem

ARTICLES OF INCORPORATION
OF
THE GENEVIEVE FOUNDATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name and address of the corporation is:

THE GENEVIEVE FOUNDATION, INC.

ARTICLE II. PURPOSE AND POWERS

Section 1.

(A) The purpose of this Corporation is to expand public awareness in the areas of art, spirituality, distinguished human endeavors and the relationships between them.

(B) This Corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2.

(A) The Corporation shall have such corporate powers as are granted in Chapter 617, Florida Statutes, and all amendments subsequent thereto, together with such other additional powers as shall be reasonably co-existent and appropriate and necessary for the full use and property management of the Corporation of any of its purposes. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to services rendered and make payments and distributions in furtherance of the purposes set forth in Section 1 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislature, 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.

FILED
98 JAN 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this Corporation and the mailing address shall be as follows:

THE GENEVIEVE FOUNDATION, INC.
6805 TIBURON CIRCLE
BOCA RATON, FLORIDA 33433

ARTICLE IV. DIRECTORS

There shall be THREE (3) members of the initial Board of Directors of the Corporation. The size of the Board of Directors may be adjusted in the By-Laws from time to time. The names and addresses of the persons who are to serve as Initial Directors are as follows:

Jean Claude Gaugy
6805 Tiburon Circle
Boca Raton, Fl 33433

Michelle Gaugy
6805 Tiburon Circle
Boca Raton, Fl 33433

Richard C. Bagdasarian
1800 Corporate Blvd., N.W., #302
Boca Raton, Fl 33431

The manner of election of the directors shall be stated in the By-Laws.

ARTICLE V. OFFICERS

The affairs of the Corporation are to be managed by a (President, Vice President, Secretary and Treasurer), as well as such other officers as the Board of Directors designates from time to time. The names and addresses of the persons who are to serve as Initial Officers are as follows:

Jean Claude Gaugy
President
6805 Tiburon Circle
Boca Raton, Fl 33433

Michelle Gaugy
Vice President, Secretary and Treasurer
6805 Tiburon Circle
Boca Raton, Fl 33433

The manner of election of the officers shall be stated in the By-Laws.

ARTICLE VI. MEMBERS

There will be no membership in the Corporation.

ARTICLE VII. BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded by affirmative vote of the majority of the members of the Board of Directors present at any meeting of the Board of Directors called for that purpose.

ARTICLE VIII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Board of Directors present at any meeting of the Board of Directors called for that purpose.

ARTICLE IX. INCORPORATOR

Michelle Gaugy
6805 Tiburon Circle
Boca Raton, FL 33433

ARTICLE X. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 1800 CORPORATE BLVD., N.W., SUITE 302, BOCA RATON, FLORIDA 33431, and the name of the initial Registered Agent is RICHARD C. BAGDASARIAN, ESQUIRE.

ARTICLE XI. DURATION

This Corporation, shall have perpetual existence, unless dissolved according to law; provided however, that upon such dissolution of the said Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.


ARTICLE XII. FEDERAL INCOME TAX

This corporation shall, in order to satisfy the requirements of Section 501 (c) (3), comply with all of the following:

- (A) 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 Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (B) The corporation will not engage in any act of the self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (C) The corporation will not retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- (D) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(E) The corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of January, 1998.


MICHELLE GAUGY
Incorporator

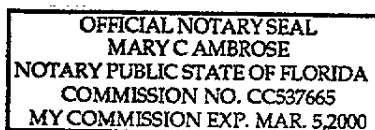
STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, personally appeared MICHELLE GAUGY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereupon set my hand and official seal in the County and State last aforesaid this 15th day of January, 1998.


NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE GENEVIEVE FOUNDATION, INC. has named RICHARD C. BAGDASARIAN, ESQUIRE,
of 1800 CORPORATE BLVD., N.W., SUITE 302, BOCA RATON, FLORIDA 33431 as its Registered Agent
to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned Corporation at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.


RICHARD C. BAGDASARIAN, ESQUIRE

FILED
98 JAN 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA