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January 29, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

SUBJECT: Act Like Me Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for the Act Like Me Foundation, Inc., a non-profit corporation, and a check for the required filing fee of \$122.50. Please incorporate the above named company as a non-profit corporation.

Kindly forward the certified copy of the articles to the above address as soon as possible. If you have any questions, please do not hesitate to contact me.

Very truly,

Corinne M. Mastronardi

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
ACT LIKE ME FOUNDATION, INC.  
A NON-PROFIT CORPORATION**

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DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is as follows: Act Like Me Foundation, Inc.

**ARTICLE II  
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes set forth in Article V (Purposes) hereof, and to make any other payment or distribution to the extent permissible by law.

**ARTICLE III  
TERM**

The Corporation is a non-profit corporation, and the duration (term) of the Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

The purposes for which the Corporation are organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among these purposes are the following:

\*to promote charity and good will toward human kind through the financial distribution of funds to support such causes, including but not limited to the support of youths, homeless, poor and needy, education, and the research of certain disabilities and diseases.

As may be determined by the Board of Directors of Corporation, utilization of the Corporation's resources shall be generally consistent with the foregoing purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE V MEMBERS**

There shall be no members, unless otherwise directed in the Bylaws of the Corporation.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 3391 NW 151 Terrace, Miami, Florida, 33054. The name of the initial registered agent of the Corporation is Karlton O. Johnson. Who, by signing these articles, accepts designation as registered agent for the corporation.

#### **ARTICLE VII INCORPORATORS**

The name and address of each Incorporator is as follows:

Karlton O. Johnson  
10110 NW 4th Court  
Pembroke Pines, Florida 33026

Edwin R. Fletcher  
15760 Surrey Circle  
Davie, Florida 33331

#### **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time as provided by the By-laws

but shall never be less than three (3). The Board of Directors shall elect the Directors annually. The name and address of each initial Director of the Corporation is as follows:

Karlton O. Johnson  
10110 NW 4th Court  
Pembroke Pines, Florida 33026

Lance Noel  
10110 NW 4th Court  
Pembroke Pines, Florida  
33026

Edwin R. Fletcher  
15760 Surrey Circle  
Davie, Florida 33331

Cedrick Jenkins  
4294 Fox Tail Lane  
Weston, Florida 33331

Darryl Butler  
600 West 9th Street  
Suite 1016  
Los Angeles, California 90015

#### **ARTICLE IX INDEMNIFICATION**

To the fullest extent permitted by the laws of the State of Florida, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a Director of the Corporation; (ii) is or was serving at the request of the Corporation as a Director of another corporation; (iii) is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation. Unless otherwise expressly prohibited by the laws of the State of Florida, and except as otherwise provided in the previous sentence, the Board of Director of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

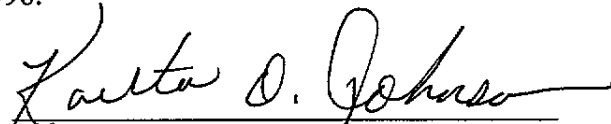
#### **ARTICLE X PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and, the mailing address of the Corporation is 3391 NW 151st Terrace, Miami, Florida 33054.

#### **ARTICLE XI AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Board of Directors are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless mores specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of January, 1998.

  
Karlton O. Johnson, Incorporator

  
Edwin R. Fletcher, Incorporator

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