

Milligan & Associates, P.A.
ATTORNEYS AT LAW

Mailing Address:
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Alphonso S. Milligan
Angel D. Milligan, Administrator

N980000001194

February 23, 1998

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

300002442793--9
-02/27/98--01077--015
*****70.00 *****70.00

Re: Articles of Incorporation
Calling All Colors of Florida, Inc.

Dear Madam/Sir:

Enclosed find the Articles of Incorporation for the above referenced corporation. Also find a check in the amount of \$70.00 for the filing and registered agent fee.

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

If any additional information is required, please advise.

Yours Sincerely,

Alphonso S. Milligan
ALPHONSO S. MILLIGAN

FILED
98 FEB 27 AM 10 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASM:adm

enclosure

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Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF**

Calling All Colors of Florida, Inc.

(A Nonprofit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Florida, acting as Incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is **Calling All Colors of Florida, Inc.**

Article II - Non-Profit Corporation

The Corporation is a non-profit corporation.

Article III - Principal Office and Mailing Address

The principal office and mailing address is 720 Snowden Drive, Lake Worth, Florida 33461.

Article IV - Duration

The period of its duration is perpetual.

Article V - Purpose and Powers

The purpose for which the corporation is organized is exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. This corporation is also organized pursuant to Section 617, Florida Statutes which governs not for profit corporations and is organized for the purpose of specifically providing education programs at the pre-primary, primary, secondary and post-secondary school level throughout the State of Florida. The foregoing statement of purposes shall be construed as a statement of both purpose and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clauses, but shall be regarded as independent purposes and powers.

Notwithstanding any other provisions of these Articles of Incorporation, this organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization 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.

This corporation does not contemplate pecuniary gain or profit thereof to its Board of Directors and is organized for non-profit purposes, and with the following powers:

- 1) To have perpetual succession by its corporate name;
- 2) To sue and be sued, complain and defend in its corporate name in all actions or proceedings in its corporate name to the same extent as a natural person;

3) Adopt, use and alter a common corporate seal. However, such seal must always contain the words, "corporation not for profit;"

4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

5) Adopt, change, amend, and repeal by-laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;

6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof;

7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, possession of the United States or any foreign country;

9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833;

14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;

15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;

16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

Article VI - ELECTION OF DIRECTORS

The Directors of this corporation shall be elected as provided in the by-laws.

Article VII - Registered Office and Agent

The street address of the initial registered office of this corporation is **Suite 409, 319 Clematis Street, West Palm Beach, Florida 33401** and the name of the initial registered agent of this corporation at that address is **ALPHONSO S. MILLIGAN, ESQUIRE**.

Article VIII - Limitation of Powers

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, board, 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 Article V hereof. No part of the activities of the corporation shall be to participate in, or intervene in (including the publishing or distribution of statements), 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 (1) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article IX - Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article X - Board of Directors

This corporation shall have 5 directors initially. The number of directors may be either increased from time to time by the bylaws but shall never be less than three. The name and address of the initial directors of this corporation are:

Ted Brownstein
720 Snowden Drive
Lake Worth, Florida 33461

Anne Liebermann
111 Rainforest Court
Royal Palm Beach, Florida 33411

Farah Guchani-Rosenberg
1400 N.W. 13th Street, #26
Boca Raton, Florida 33486

Joshua C. Rosenberg
1400 N.W. 13th Street, #26
Boca Raton, Florida 33486

Lourdes Thomas-Leahy
511 North "K" Street
Lake Worth, Florida 33460

Article XI - Incorporator

The name and address of the person signing these Articles is:

Ted Brownstein
720 Snowden Drive
Lake Worth, Florida 33461

Article XII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. There are no members of this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of February, 1998.



TED BROWNSTEIN, Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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.


ALPHONSO S. MILLIGAN, ESQUIRE, Registered Agent

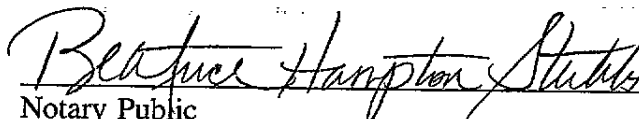
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared **ALPHONSO S. MILLIGAN, ESQUIRE**, who is personally known to me, or produced a(n) _____ as identification, who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 25th day of February 1998.




Notary Public
State of Florida at Large

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA