

**NP 9800000 1479**

LAW OFFICES

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March 9, 1998

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

RE: Articles of Incorporation  
AgES Foundation, Inc.

600002455186--7  
-03/12/98--01049--006  
\*\*\*\*131.25 \*\*\*\*131.25

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Nonprofit corporation.. I have also enclosed check #5974 in the sum of \$131.25 for the filing fee and a Certificate of Status.

Please return the certified copy of the Articles of Incorporation to my office at the above address.

Thank you for your cooperation and courtesy.

Sincerely,

*Leon E. Sharpe*

Leon E. Sharpe, P.A.

FILED  
98 MAR 11 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LES:iff  
Enclosure

*Done  
3/12/98*

**ARTICLES OF INCORPORATION  
OF  
AgES FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: AgES Foundation , Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be c/o Barbara F. Dent, 16603 S.W. 99 Place, Miami, Florida 33157.

**ARTICLE III PURPOSES**

The specific purposes for which the corporation is organized are as follows:

To engage in fund raising and membership activities and, as authorized from time to time by the Board of Directors, to provide gifts, awards and grants for the benefit of the Agriscience and Environmental Studies Academy of Coral Reef Senior High School, a public high school located in Dade County, Florida, consistent with section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

**ARTICLE IV RESTRICTIONS**

The activities of the corporation are restricted as follows:

No part of the net earnings of the corporations shall inure to the benefit of, or be distributed to its members, trustees, 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 III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V MEMBERS**

The corporation shall have no capital stock and shall be organized on a membership basis. The terms of admission to membership of the corporation and the amount and time of payment of fees and dues of members shall be controlled by the members themselves in such a manner as they shall direct in the By-Laws of this corporation.

#### **ARTICLE VI DIRECTORS AND OFFICERS**

The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three(3), nor more than the number specified in the By-Laws of the corporation. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors have been elected and qualify. Provisions for the election, removal, disqualification and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws of the corporation.

The principal officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer. Each shall exercise such powers and duties as granted by the Board of Directors and as provided for in the By-Laws of the corporation. Each principal officer shall hold a seat on the Board of Directors by virtue of his or her office. The principal officers, subsequent to the first principal officers, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors have been elected and qualified. Provisions for the election, removal, disqualification and resignation of a principal officer, and for filling vacancies in a principal office, shall be established by the By-Laws of the corporation.

Except as otherwise provided by law, a volunteer director or officer of the corporation shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's or officer's fiduciary duty.

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or officer incurred in good faith performance of their duty as a director or officer occurring on or after the date of incorporation.

#### **ARTICLE VII DURATION**

The corporation shall have a perpetual existence.

**ARTICLE VIII DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Alternatively, the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. A Court of competent jurisdiction shall dispose of any remaining assets of the corporation in accordance with law.

**ARTICLE IX INITIAL REGISTERED AGENT**

The name and Florida street address of the initial registered is Leon E. Sharpe, 4770 Biscayne Blvd., Suite 970, Miami, Florida 33137.

**ARTICLE X INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Barbara F. Dent, 16603 S.W. 99 Place. Miami, Florida 33157.

Barbara F. Dent  
Signature of Incorporator

March 8, 1998  
Date

**DESIGNATION OF REGISTERED AGENT**

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

Leon E. Sharpe  
Signature of Registered Agent

March 8, 1998  
Date