

N98000001571
CRARY, BUCHANAN, BOWDISH, BOVIE, LORD & ROBY
CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY †
R. MICHAEL CRARY
STEVEN D. BERES *

REPLY TO:

STUART

March 10, 1998

JOSEPH H. NEGRON, JR.
JEFFREY A. THOMAS ∞
* BOARD CERTIFIED IN WILLIS,
TRUSTS & ESTATES LAW
∞ BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◇ BOARD CERTIFIED IN
BUSINESS LITIGATION

FILED
MAR 11 PM 12:01
STATE
FLORIDA

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

VIA FEDERAL EXPRESS

Re: America First Foundation, Inc./Dissolution/Reincorporation as a Not-for-Profit corporation

Ladies and Gentlemen:

I have enclosed the following original documents:

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-03/18/98--01001--002
****157.50 ****122.50

1. Articles of Dissolution of America First Foundation, Inc., a Florida corporation;
2. Statement of Intent to Dissolve by Shareholders;
3. Affidavit of Non-Revocation; and
4. Articles of Incorporation of America First Foundation, a Florida "not-for-profit" corporation.

Please file these documents to effectuate the dissolution of the above-referenced corporation and the incorporation of America First Foundation, a Florida "not-for-profit" corporation.

Our check in the amount of \$157.50 which represents both filing fees (\$35.00 for dissolving the profit corporation and \$122.50 state filing fee to file the not-for-profit corporation) is enclosed. Please send me your certification of proof of filing of America First Foundation, a Florida not-for-profit corporation.

I shall appreciate your attention and concern in this matter. If you have any questions, please call me.

Sincerely yours,

Lawrence E. Crary III
Lawrence E. Crary III

LECIII:mp
Enclosures

F:\WPF\REAL\LEC\CORPORAT\AMERICA.1ST\STATE.LTR

RECEIVED
98 MAR 11 AM 11:44
DIVISION OF CORPORATIONS

This Instrument Prepared by/Return to:

Lawrence E. Crary III, Esquire
CRARY, BUCHANAN, BOWDISH & BOVIE, LORD & ROBY CHARTERED
555 S.W. Colorado Avenue, Suite 1
Post Office Drawer 24
Stuart, Florida 34995-0024
Tel.: (561) 287-2600

FILED
98 MAR 11 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

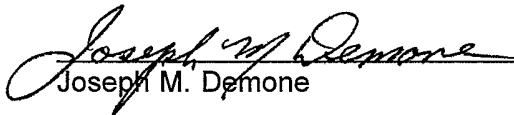
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, on this day personally appeared Joseph M. Demone, who, being first duly sworn, deposes and says:

1. Affiant is the President of America First Foundation, Inc., a Florida corporation (hereinafter referred to as the "Corporation").
2. Affiant is the sole Shareholder of the Corporation.
3. Affiant is the sole Director of the Corporation.
4. That, notwithstanding, the provisions of Section 607.1404, Florida Statutes 1997, allowing the revocation of a corporate dissolution, the Corporation, its Directors, Officers and Shareholders shall not under any circumstances seek to revoke the dissolution of the Corporation.
5. That this Affidavit is being given to induce the Secretary of State of the State of Florida to allow the formation of a not-for-profit corporation to be known as "America First Foundation, Inc., a Florida Not-for-Profit corporation.
6. That any attempt to revoke the dissolution of the Corporation shall be null and void and of no force or effect.

FURTHER AFFIANT SAYETH NOT.

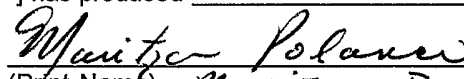

Joseph M. Demone

STATE OF FLORIDA
COUNTY OF MARTIN

SWORN TO AND SUBSCRIBED before me this 10th day of March, 1998 by Joseph M. Demone who [☒] is personally known to me or [] has produced _____ as identification.

(SEAL)




(Print Name) MARITZA POLANCO
My Commission Expires: 5/4/99

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**ARTICLES OF INCORPORATION
OF
AMERICA FIRST FOUNDATION, INC.**

FILED
98 MAR 11 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (1997) and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is AMERICA FIRST FOUNDATION, INC. The corporation is sometimes referred to herein as the "Corporation".

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and initial registered office of the Corporation is: 2440 N.E. Dixie Highway, Jensen Beach, Florida 34957. The registered agent of the Corporation at that address is: Joseph M. Demone

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 1. The purpose of the corporation is to provide food, clothing, housing and medical care to needy children in the United States and to build a hospital for needy children which will provide medical services free of charge to those in need, to engage in any other activity which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 2. The purposes for which the corporation is organized are 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.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be 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.

Section 4. Upon the 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. The corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: Post Office Box 1682, Jensen Beach, Florida 34958.

ARTICLE VI MEMBERS

Section 1. The Members of this Corporation shall consist of those persons who apply for membership on the forms and under the terms prescribed by the Board of Directors and who pay the prescribed dues as established by the Board of Directors from time to time.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VII TERM

This Corporation shall exist perpetually.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote as provided in the By-Laws of the Corporation. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Joseph M. Demone	2440 N.E. Dixie Highway Jensen Beach, FL 34957
Prashanth Gowtham	510 West 110th Street, apt. 12C New York, New York 10025
Roy Stevens	2192 N.E. Pelican Terrace Jensen Beach, FL 34957

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Joseph M. Demone	President
Roy Stevens	Secretary

ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII
BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation present at any annual or special meeting of the Members.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Joseph M. Demone

2440 N.E. Dixie Highway
Jensen Beach, FL 34957

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 10th day of March, 1998.

Joseph M. Demone
Joseph M. Demone, President

STATE OF FLORIDA
COUNTY OF MARTIN

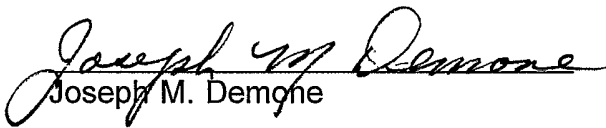
The foregoing instrument was acknowledged before me this 10th day of March, 1998 by Joeseeph M. Demone (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



Maritza Polanco
MARITZA POLANCO (Print Name)
NOTARY PUBLIC
My Commission Expires: 5/4/99

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place.


Joseph M. Demone

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA