

DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAKE-IT-HAPPEN EDUCATIONAL FOUNDATION, INC.

AUDIT NUMBER.....H98000006493

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 8

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 6, 1998

EMPIRE

SUBJECT: MAKE-IT-HAPPEN EDUCATIONAL FOUNDATION, INC.  
REF: W98000007566

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

① Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

② Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

FAX Aud. #: E98000006493  
Letter Number: 598A00018055

H98000006493

ARTICLES OF INCORPORATION

OF

MAKE-IT-HAPPEN EDUCATIONAL FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

NAME

The name of this Corporation is

MAKE-IT-HAPPEN EDUCATIONAL FOUNDATION, INC.

ARTICLE II

NOT FOR PROFIT CORPORATION

This Corporation is a Florida Not For Profit Corporation, pursuant to Chapter 617, .  
Florida Statutes.

ARTICLE III

PURPOSE

The specific and primary purpose for which this Corporation is formed is to provide scholarship money to underprivileged and at-risk children in order to enable them to attend college or vocational schools.

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TALLAHASSEE, FLORIDA

IRA L. ZUCKERMAN, P.A.

Attorney at Law

7771 W. Oakland Park Blvd. #215

Sunrise, FL 33351

(954) 748-1988

Florida Bar # 0402702

**ARTICLE IV**

1498000006493

**LOCATION OF INITIAL REGISTERED OFFICE  
AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is:

3345 N.C. 32nd Street, #2  
Ft. Lauderdale, FL 33308

The name of the initial registered agent at such address is:

DONALD E. LEAK

**ARTICLE V**

**INITIAL DIRECTORS**

There shall be one (1) Director constituting the initial board of Directors.

DONALD E. LEAK                      3345 N.C. 32nd Street, #2  
Ft. Lauderdale, FL 33308

GARY PIPTA                        417 N.E. 3rd Ave.  
Ft. Lauderdale, FL 33301

EDNA GROSS                        1651 Wisconsin Ave., N.W.  
Washington, D.C. 20007

**ARTICLE VI**

**INCORPORATOR**

The name and address of the sole incorporator of this Corporation is:

Donald E. Leak  
3345 N.C. 32nd Street, #2  
Ft. Lauderdale, FL 33308

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ARTICLE VII

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MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The Powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be at least three (3), provided, however, that such a number may be changed by bylaws duly adopted by the members.

The Board of Directors shall be elected at the annual meeting of the members of this Corporation, which meeting shall be held at such time as shall be provided by the bylaws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the bylaws.

B. Corporate Offices: The Board of Directors shall elect the following Officers: President, Secretary, and such other officers as the bylaws of this Corporation may authorize from time to time. Such officers shall be initially elected at the first meeting of the Board of Directors.

ARTICLES VIII

LIMITATION OF POWERS

Notwithstanding any other provision of these Articles or State law, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

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ARTICLE IX

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INDEMNIFICATION OF DIRECTORS

In order to induce Officers and Directors of the Corporation to serve or continue to serve as such, the Corporation shall indemnify and hold harmless each person who heretofore has served or shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter been a Director or Officer of the Corporation, or by reason or action alleged to have been heretofore or hereafter taken or omitted by him or her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for willful misconduct in the performance of his or her duties.

The Board of Directors is hereby authorized to obtain Directors and Officers liability insurance covering acts heretofore and hereafter occurring and to pay for the same from funds of the Corporation.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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ARTICLE X

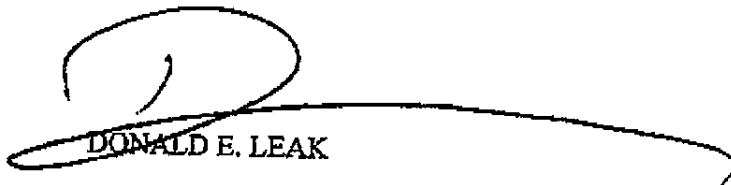
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PRINCIPAL PLACE OF BUSINESS

The principal Place of Business of the corporation shall be

3345 N.E. 32nd Street, #2  
Ft. Lauderdale, FL 33308

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this not for profit corporation under the Laws of the State of Florida, have executed these Articles of Incorporation on the 9th day of March, 1998, at Ft. Lauderdale, Broward County, Florida.

  
DONALD E. LEAK

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared DONALD E. LEAK, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of March, 1998.

  
Notary Public - State of Florida



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Mr. L. Zuckerman  
MY COMMISSION # CC583624 EXPIRES  
August 15, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

H98000006493

The undersigned hereby accepts designation as Registered Agent of the Corporation.



DONALD E. LEAK

H98000006493



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

First-That MAKE -IT-HAPPEN EDUCATIONAL FOUNDATION, INC.

(Name of Corporation)

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the Articles of

Incorporation at City of Ft. Lauderdale,, County of Broward

State of Florida has named Donald E. Leak

located at	3345 N.E. 32nd Street, #2	(Name of Resident Agent)
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(Street address & no. of bldg., P.O. Box not acceptable)

City of Ft. Lauderdale,, County of Broward, State of

Florida, as its agent to accept service of process within this State.

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 provision of said Act relative to keeping open said office.

By

**Registered Agent**

ILIASSEE, FLORIDA

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