

W98000003445

AUGUST, COMITER & KULUNAS, P.A.

ATTORNEYS AT LAW

ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH

SUITE 1100
WEST PALM BEACH, FLORIDA 33401

JERALD DAVID AUGUST
RICHARD B. COMITER
JOSEPH J. KULUNAS
JEFFREY L. RUBINGER
MARK M. HASNER

(561) 835-9600
FAX (561) 835-9602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 11:53

JAMES J. FREELAND
OF COUNSEL

June 12, 1998

Ms. Doris Brown
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

300002536733-2
-05/27/98-01067-020
*****70.00 *****70.00

Re: The Pheonix Foundation For Children, Inc.
Ref. Number: W98000012465
Letter Number: 998A00030691

Dear Ms. Brown:

Pursuant to your correspondence dated June 1, 1998, a copy of which is provided herewith, I have enclosed the revised originals and one (1) copy of each of the following documents:

- 1) Articles of Incorporation for The Pheonix Foundation For Children, Inc., a not-for-profit organization;
- 2) Designation and Acceptance as Registered Agent of The Pheonix Foundation For Children, Inc.; and

I understand that by retaining our check in the amount of \$70.00, you can now proceed with the filing of same. Please stamp the enclosed copies evidencing your receipt of the originals and return in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

;fep
Encl.

789,2544,2550

W98-12465

D. BROWN JUN 15 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

FRANCES E. PHILLIPS/AUGUST, COMITER, ET AL, P.A.
ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVE. SO., STE. 1100
WEST PALM BEACH, FL 33401

SUBJECT: THE PHEONIX FOUNDATION, INC.
Ref. Number: W98000012465

We have received your document for THE PHEONIX FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 998A00030691

**ARTICLES OF INCORPORATION
OF
THE PHEONIX FOUNDATION FOR CHILDREN, INC.**

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The undersigned hereby associates himself for the purpose of establishing a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is The Pheonix Foundation For Children, Inc. For convenience the corporation may be referred to in this instrument as the "Corporation".

**ARTICLE II
ADDRESS**

The address of the Corporation is 2090 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, FL 33409.

**ARTICLE III
PURPOSE**

A. The Corporation is organized exclusively for promotion of charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with a specific purpose of soliciting contributions from individuals and businesses for ultimate distribution to children's charities which are also qualified under Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual; nor shall any director, officer or any private individual receive any compensation for their services or be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporations shall be distributed to one or more children's charities, which shall be selected by the Board of Directors of the Corporation, provided however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of

the Code.

E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purposes.

ARTICLE IV DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

✓ Maria Ornelas - 2090 Palm Beach Lakes Blvd., Suite 700,
West Palm Beach, FL 33409

p Thomas D. Abrams - 2090 Palm Beach Lakes Blvd., Suite 700,
West Palm Beach, FL 33409

s Carolyn Dwyer - 2090 Palm Beach Lakes Blvd., Suite 700,
West Palm Beach, FL 33409

ARTICLE V POWERS

The powers of the Corporation shall include and be governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

ARTICLE V
REGISTERED AGENT

The Registered Agent for the corporation shall be Joseph J. Kulunas, of the law firm August, Comiter & Kulunas, P.A., whose address is:

250 Australian Avenue South
Suite 1100
West Palm Beach, FL 33401

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Joseph J. Kulunas
250 Australian Avenue South
Suite 1100
West Palm Beach, FL 33401

ARTICLE VII
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 upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party, the indemnification described above 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 VIII
BY-LAWS

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall be effective unless approved by members representing at least two-thirds (2/3) of the total votes of the members of the Corporation.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the members called for that purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the membership upon notice given as provided in the By-laws of intention to submit such amendments to the membership. Any amendments proposed for a vote at a regular meeting of the members must be approved by seventy-five percent (75%) of the votes cast at such meeting.

ARTICLE X
OFFICERS

The affairs of the corporation shall be managed by a President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

The first officers of the corporation shall serve until such time as they resign, are removed, or their successors are duly qualified and elected, and they shall be:

President	Thomas D. Abrams 2090 Palm Beach Lakes Blvd., Suite 700 West Palm Beach, FL 33409
Vice President	Maria Ornelas 2090 Palm Beach Lakes Blvd., Suite 700 West Palm Beach, FL 33409

Secretary

Carolyn Dwyer
2090 Palm Beach Lakes Blvd., Suite 700
West Palm Beach, FL 33409

Treasurer

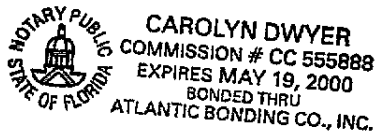
Maria Ornelas
2090 Palm Beach Lakes Blvd., Suite 700
West Palm Beach, FL 33409

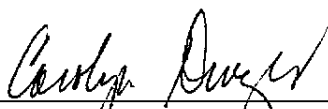
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of April, 1998.


Name

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of April, 1998 by Thomas Abrams who is personally known to me or who has produced his Florida driver's license as identification and did/did not take an oath.




Notary Public, State of Florida
Name (printed): Carolyn Dwyer
My commission expires: 5-19-2000

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
THE PHEONIX FOUNDATION FOR CHILDREN, INC.**

The Pheonix Foundation For Children, Inc. does hereby appoint Joseph J. Kulunas, Esq., of August, Comiter and Kulunas, PA, to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.


JOSEPH J. KULUNAS, Esquire