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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ~~SUSAN~~ ~~OSBORNE~~ MARK SHAFER
PHONE: (954)761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: H.I. FOUNDATION, INC.

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ARTICLES OF INCORPORATION

OF

**H.I. FOUNDATION, INC.
(A Not For Profit Corporation)**

The undersigned, acting as Incorporator of the H.I. FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be the H.I. FOUNDATION, INC. The initial principal office and mailing address shall be 2848 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

ARTICLE II

PURPOSE

The purpose of the Corporation is to make grants to various public organizations that provide services to the general public and that promote the general welfare and public good, all such charitable contributions shall be granted to entities or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the

Jeffrey A. Bankian, Esq.
FL Bar # 897884
Kushn, McClusky, et al.
P.O. Box 1900
Fort Lauderdale, FL 33301
954-764-6660

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purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or any members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. If the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute a sufficient amount for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

Jeffrey A. Buckles, Esq.
FL Bar # 897884
Raden, McClosky, et al.
P.O. Box 1900
Fort Lauderdale, FL 33301
954-764-2200

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2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the officers or directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

Jeffrey A. Buckins, Esq.
FL Bar # 897884
Ruden, McClosky, et al.
P.O. Box 1900
Fort Lauderdale, FL 33301
954-764-8680

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ARTICLE VII
INCORPORATOR

The name of the Incorporator of this Corporation is HELEN ANN HUBBELL INGHAM, and the address of said Incorporator is 2848 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

ARTICLE VIII
OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX
BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be five (5). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article. Members of the Board of Directors shall be elected in the manner and having such terms as shall be set forth in the By-Laws.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HELEN ANN HUBBELL INGHAM	2848 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

Jeffrey A. Baskies, Esq.
FL Bar # 897884
Ruden, McCloskey, et al.
P.O. Box 1906
Fort Lauderdale, FL 33304
954-764-6660
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RICHARD S. INGHAM	2848 East Oakland Park Boulevard Fort Lauderdale, Florida 33306
RICHARD S. INGHAM, JR	2848 East Oakland Park Boulevard Fort Lauderdale, Florida 33306
FREDERICK H. INGHAM	2848 East Oakland Park Boulevard Fort Lauderdale, Florida 33306
TIMOTHY C. INGHAM	2848 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3).

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors pursuant to the By-Laws.

ARTICLE X

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

Jeffrey A. Buckles, Esq.
FL Bar # 897884
Rudon, McClusky, et al.
P.O. Box 1900
Fort Lauderdale, FL 33301
954-764-6660
FTL:283495:1

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ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2848 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306, and the name of the registered agent of the Corporation at that address is RICHARD S. INGHAM.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 17 day of JUNE, 1998.


HELEN ANN HUBBELL INGHAM, Incorporator

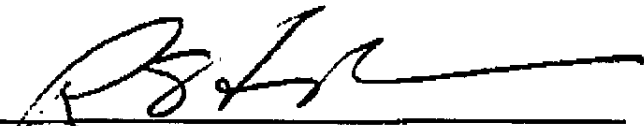
Jeffrey A. Bankier, Esq.
FL Bar # 897824
Ruden, McClosky, et al.
P.O. Box 1900
Fort Lauderdale, FL 33301
954-764-6660
FTL:282495:1

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


RICHARD S. INGHAM

Dated: June 17, 1998

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TALLAHASSEE, FLORIDA

Jeffrey A. Buckins, Esq.
FL Bar # 897884
Ruden, McClosky, et al.
P.O. Box 1980
Port Landardale, FL 33301
954-764-6600
FTL:283495.1

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