

N9800000 3787

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

7-1-98

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-06/29/98--01001--005

*****78.75 *****78.75

PHILANTHROPY FOUNDATION, INC.

SUBJECT: _____

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____

James L. McFall, Ph.D.

Name (Printed or typed)

1 Las Olas Circle #803

Address

FT. Lauderdale, FL 33316

City, State & Zip

954-467-7723

Daytime Telephone number

FILED
98 JUN 26 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE
7-1-98

**ARTICLES OF INCORPORATION
OF THE
PHILANTHROPY FOUNDATION, INC.**

FILED
98 JUN 26 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a nonprofit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **PHILANTHROPY FOUNDATION, INC.**, (hereinafter the "Corporation").

The mailing address of the Corporation shall be 1 Las Olas Circle, #803, Ft. Lauderdale, FL 33316, or such address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE 2 – PURPOSES

The Corporation is organized and shall be operated as a publicly supported exempt organization described in Internal Revenue Code Section 501(c)(3) exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC 501(c)(3) or any corresponding section of any future federal tax code. The Corporation is particularly interested in charitable projects which solve today's problems in a manner ensuring that succeeding generations will have the opportunity to live full, free and productive lives in a humane and reasonably intact world.

The Corporation is a single organization supporting or participating in multiple, charitable projects, frequently, but not necessarily with donor direction under the final authority of the Corporation. It is the policy of the Corporation to conduct donor-directed charitable projects through segregated accounts or sub-foundations (known internally as "foundations") and to provide them with separate management structures to best achieve the charitable purposes for which they were created. The Corporation's Directors believe donor involvement in philanthropic projects is the most effective and morally acceptable way to involve as many concerned citizens as possible in applying and teaching the principles and practices of stewardship for the earth, its people and all living things. The Corporation may also, as deemed appropriate by the Board of Directors or at the Board's direction by Officers of the Corporation, collaborate with other exempt organizations, businesses, corporations, groups or individuals, in conducting joint projects for the purposes herein stated which meet the requirements of Section 501 (c)(3) of the Internal Revenue Code and the laws and regulations of the State of Florida.

The corporation is further organized to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit organizations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth in these Articles of Incorporation, and to do other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

The Corporation shall neither conduct nor carry on, notwithstanding any other provision of these Articles of Incorporation to the contrary, any activity not permitted to be conducted or carried on by a nonprofit corporation under the laws of the State of Florida or an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or the regulations issued thereunder, as the same now exist or as amended or adopted in the future.

ARTICLE 3 – POWERS

The Corporation may exercise all powers allowed by the laws of the State of Florida pertaining to nonprofit corporations, including, without limitation, Florida Statutes Chapter 617 and future amendments thereto, or succeeding statutes pertaining to nonprofit corporations, necessary to and convenient to effect any or all of the purposes for which the Corporation is organized, subject to the following:

- A. The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.
- B. The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons not proper recipients of charitable distributions from exempt organizations within the meaning, requirements and effect of Section 501(c)(3) Internal Revenue Code of 1986, as amended heretofore and hereafter, 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 2 hereof.

ARTICLE 4 – TERM AND COMMENCEMENT OF CORPORATE EXISTENCE

The term of the Corporation shall be perpetual, which shall commence upon July 1, 1998 or, upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, which ever is later.

ARTICLE 5 – DIRECTORS

The affairs and business of the Corporation shall be managed by a Board of Directors comprising two (2) Co-Chairpersons and at least one (1) additional Director appointed by the unanimous decision of the Co-Chairpersons. The initial Directors and Co-Chairpersons shall be appointed by the Incorporator. Thereafter, each Director shall be appointed or removed by unanimous decision of the Co-Chairpersons. No Director shall have any set term of office. Replacement of Co-Chairpersons shall be effected in the manner specified in the by-laws of the Corporation.

The initial Directors and Co-Chairpersons (titled “Chairman” or “Chairwoman”) shall be as follows:

1. James L. McFall, Ph.D., Director & Chairman
Address: C/O registered agent
2. Linda S. Squires, Director & Chairwoman
Address: C/O registered agent
3. Ronald A. McFall, Director
Address: C/O registered agent

ARTICLE 6 – OFFICERS

The Officers of the Corporation may consist of a Chief Executive Officer, President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The initial Officers shall be appointed by the Incorporator. Thereafter, each Officer shall be appointed or removed by majority vote of the Directors of the corporation.

The initial Officers of the Corporation shall be as follows:

1. James L. McFall, Ph.D., Chief Executive Officer
Address: C/O registered Agent
2. Linda S. Squires, President, Secretary and Treasurer
Address: C/O registered agent

ARTICLE 7 – REGISTERED AGENT

The name of the initial registered agent is James L. McFall and the street address of the Corporation's initial registered agent is 1 Las Olas Circle, #803, Ft. Lauderdale, FL 33316. The Corporation shall keep the Secretary of State of the State of Florida informed of the current address of the Corporation and of the name and address of its registered agent.

ARTICLE 8 – BYLAWS

The Bylaws of the Corporation shall be made and approved by majority vote at the initial meeting of the Board of Directors, and may altered or rescinded from time to time, in whole or part, by majority vote of the Directors of the Corporation at any meeting duly called and convened; provided, however, that a quorum is present at the meeting and that proper notification of all board members has occurred in conformance with the Statutes of the State of Florida.

ARTICLE 9 – AMENDMENTS TO THESE ARTICLES

The Articles of Incorporation may be amended, subject to the unanimous approval of the Co-Chairpersons, via resolution by majority vote of the Board of Directors at any meeting duly called and convened, provided, however, that a quorum is present at the meeting and that proper notification of all board members has occurred in conformance with the Statutes of the State of Florida. Directors of the Corporation may attend meetings via conference telephone, the electronic media or by mail in conformance with the Statutes of the State of Florida.

ARTICLE 10 – INDEMNIFICATION

The Corporation shall indemnify each Director, Officer, employee, and agent including former Directors and Officers, to the fullest extent allowed by law, including, without limitation, Florida Statutes Chapter 617, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director or Officer against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding, because the individual is or was a Director, Officer, employee or agent of the Corporation, against liability if authorized in the specific case after determination, in the manner required by the board of Directors, that indemnification of the Director, Officer, employee, or agent has met the standard of conduct set forth by the board of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, employee, partner, trustee, or agent of any other enterprise, whether or not for profit, as well as in their official capacity for the Corporation; Such

indemnification and advancement of attorney fees and expense may be paid in advance of final disposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees or expenses to any person who is or was a Director, Officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 11 – DISSOLUTION

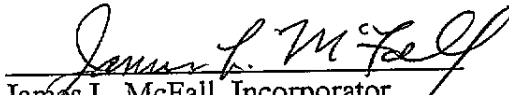
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning and requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12 – INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

James L. McFall
1 Las Olas Circle, #803
Ft. Lauderdale, FL 33316

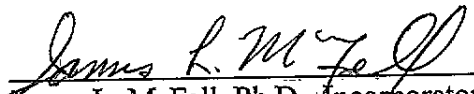
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein expressed the 22nd day of June, 1998


James L. McFall, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

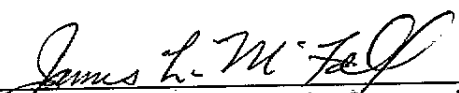
PHILANTHROPY FOUNDATION, INC. (hereinafter, the Corporation), desiring to organize or qualify under the laws of the State of Florida has named James L. McFall, located at 1 Las Olas Circle, #803, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within Florida.


James L. McFall, Ph.D., Incorporator

Date: 6/22/98

Having been named as registered agent and to accept service of process for the Corporation at the place designated in the 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 am familiar with and accept the obligations of my position as registered agent.

James L. McFall, Ph.D.

By: 
James L. McFall, Ph.D., for the Corporation
(Registered Agent)

Date: 6/22/98

FILED
98 JUN 26 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA