

N98000003787

*"Philanthropy heals the heart, warms
the soul; it brings joy, true pride and
new purpose to life.*

*It does wonderful things for the
recipients as well!"*

Dr. James L. McFall, Chairman
Philanthropy Foundation, Inc.

PHILANTHROPY FOUNDATION, INC.

1 Las Olas Circle #803
Ft Lauderdale, FL 33316
(954) 763-8318 - (954) 779-2630 (fax)

FILED
98 NOV 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-11/10/98--01006--018
*****43.75 *****43.75

SUBJECT: Restated Articles of Incorporation for:

*Restated
Articles*

PHILANTHROPY FOUNDATION, INC.

Enclosed is and original and two(2) copies of restated articles of incorporation and funds
in the amount of:

Filing fee: \$35.00
Certified Copy: 8.75

Total: \$43.75

FROM: James L. McFall, Chairman
Philanthropy Foundation, Inc.
1 Las Olas Circle #803
Ft. Lauderdale, FL 33316
(954) 409-5820 Beeper
(954) 763-8318 Voice & Message

*APR
11/24/98*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

JAMES L. MCFALL
1 LAS OLAS CIRCLE #803
FT. LAUDERDALE, FL 33316

SUBJECT: PHILANTHROPY FOUNDATION, INC.
Ref. Number: N98000003787

We have received your document for PHILANTHROPY FOUNDATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please entitle your document Restated Articles of Incorporation.

Please return 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 298A00054928

RESTATED ARTICLES OF INCORPORATION

OF

PHILANTHROPY FOUNDATION, INC.

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 as the Board of Directors may from time to time designate.

ARTICLE 2 – PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – POWERS and LIMITATIONS

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

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 corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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.

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TALLAHASSEE, FLORIDA

ARTICLE 4 – TERM AND COMMENCEMENT OF CORPORATE EXISTENCE

The term of the Corporation shall be perpetual, which shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE 5 – DIRECTORS

The affairs and business of the Corporation shall be managed by a Board of Directors comprising two (2) Co-Chairpersons, who's unanimous agreement shall serve to resolve evenly split votes of the Board of Directors, and other directors not to exceed 13 in number. The initial Board of Directors shall be appointed by the Incorporator. Thereafter, each director or chairperson shall be elected, appointed, or removed in a manner to be specified in the bylaws of the Corporation.

ARTICLE 6 – OFFICERS

The officers of the Corporation may consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided for in the bylaws of the Corporation 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 in a manner to be specified in the bylaws of the Corporation..

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 created during the first ten(10) months of the Corporation's existence and approved by majority vote at a duly called and convened meeting of the Board of Directors, provided that a quorum was present, and may be 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 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 via resolution effected 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.

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 a Court of Competent Jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

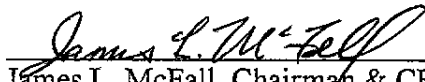
ARTICLE 12 – INCORPORATOR

The name and address of the Incorporator to the original Articles of Incorporation are as follows:

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

The above Restated Articles of Incorporation were adopted by unanimous vote of all members Board of Directors, Philanthropy Foundation, Inc., during a meeting held on November 4, 1998. There are no members of Philanthropy Foundation, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation for the uses and purposes herein expressed this 19th day of November, 1998


James L. McFall, Chairman & CEO
Philanthropy Foundation, Inc.