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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

March 18, 1999

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

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

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

In re: Articles of Incorporation of The SOS Foundation, Inc.

Dear Sir:

Enclosed herewith for filing are Articles of Incorporation for the above-named corporation, together with a check in the amount of \$78.75 to cover the filing fee, registered agent designation fee and return of a certified copy.

If you have any questions, please call.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Robert O. Rogers

ROR:jiw
Enclosures
a/s
cc: Richard A. Raffo

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I

NAME

The name of this corporation shall be The SOS Foundation, Inc.

ARTICLE II

ADDRESS

The street address of the initial principal office and the mailing address of the corporation is as follows:

173 East Inlet Drive
Palm Beach, Florida 33480

ARTICLE III

PURPOSES

This corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in §501 (c)(3) of the Internal Revenue Code of 1986, as amended (Code), and the objects and purposes to be exclusively transacted and carried on are:

1. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income and principal thereof for charitable, scientific, testing for public safety, or educational purposes.

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2. No part of the income of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual and no member, director, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. The corporation shall pay no dividends.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as will not subject it to tax under §4942 of the Code, and the corporation shall not:

- (a) engage in any act of self-dealing as defined in §4941(d) of the Code;
- (b) retain any excess business holdings as defined in §4943(c) of the Code;
- (c) make any investments in such manner as to subject the corporation to tax under §4944 of the Code; or
- (d) make any taxable expenditures as defined in §4945(d) of the Code.

4. The corporation shall not devote more than insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; or have objectives and/or engage in activities which characterize it as an "action" organization as defined in Treas. Regs. §1.501(c)(3)-1(c)(3).

5. The corporation shall not carry on activities which are not in furtherance of one or more exempt purposes.

6. Upon the dissolution of the corporation or the winding-up of its affairs, all of the assets of the corporation shall be distributed to such charitable, religious, scientific, testing for public safety, literary, or educational organizations which then qualify as exempt organizations under §501(c)(3) of the Code, as the Board of Directors may direct.

ARTICLE IV

POWERS

In order to accomplish the purposes and to attain the objectives for which this corporation is formed and for which the funds and property of this corporation shall be handled, administered, operated and distributed as hereinabove set forth, the corporation, its officers and directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code.

ARTICLE V

NONSTOCK CORPORATION

This corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the corporation is a not for profit corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT **PRINCIPAL PLACE OF BUSINESS**

The location of the corporation's initial registered office and its principal place of business in this state is 173 East Inlet Drive, Palm Beach, Florida 33480, and the name of the Registered Agent of the corporation is Richard A. Raffo at that address. The Board of Directors may from time to time move the

registered office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

MEMBERS

The members of this corporation shall consist of the first Board of Directors, and such other persons as qualify for membership in accordance with the By-Laws of the corporation. The By-Laws of the corporation may provide for classes of membership.

ARTICLE VIII

TERM OF CORPORATE EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE IX

OFFICERS

The corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the By-Laws.

ARTICLE X

DIRECTORS

The Board of Directors of this corporation shall not be less than three (3) persons, nor more than the number of persons stated in the By-Laws. In the event of a vacancy on the Board of Directors by reason

of a resignation, removal, or increase in the number of persons on the Board of Directors, the remaining Directors, by affirmative vote thereof (whether or not constituting a quorum), may fill such vacancy in the event that the vacancy does not reduce the number of the Board of Directors to less than three (3) persons and shall fill such vacancy in the event that the vacancy reduces the number of the Board of Directors to less than three (3) persons. Any director may resign his office and such resignation shall be effective when submitted in writing to both the President and the Secretary of the corporation. Any director may be removed from office with or without cause by an affirmative vote of the remaining directors, whether or not constituting a quorum, at a regular or special meeting of the Board of Directors, provided that notice of such proposed action is set forth in the notice of the meeting which is sent to the directors. The directors shall be elected as provided in the By-Laws.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The corporation hereby indemnifies any officer or director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal

actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the corporation to procure a judgment in its favor by reason of such persons being or having been a director or officer of the corporation, or by reason of such persons serving or having served at the request of the corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the corporation.

2. Any indemnification under paragraph 1. Above shall be made by the corporation only as authorized in the specific case upon a determination that the amounts were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1. (a) above, upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1. (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XII

BY-LAWS

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered, or rescinded by a majority vote of the entire Board of Directors in any manner permitted by the By-Laws provided such amendment, alternative, or rescission is in accord with the purposes of the corporation as set forth in these Articles.

ARTICLE XIII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the directors of the corporation. Those Articles, however, pertaining to dissolution of the corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under §501(c)(3) of the Code of 1986, as amended), director or officer of the corporation or any other person to share in any of the corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIV

INCORPORATOR

The name and street address of the incorporator is as follows:

Richard A. Raffo
173 East Inlet Drive
Palm Beach, Florida 33480


IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand this 18 day of March, 1999.


Richard A. Raffo

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of March, 1999 by Richard A. Raffo who is personally known to me or who produced identification.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

THE SOS FOUNDATION, INC., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 173 East Inlet Drive, Palm Beach, Florida 33480, as its initial registered office and has named Richard A. Raffo, located at the same address, as its initial Registered Agent.

By: 
Richard A. Raffo, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated registered officer, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes § 48.091 relative to keeping open said office.


Richard A. Raffo, Registered Agent

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DIRECTOR OF REVENUE
TALLAHASSEE, FLORIDA