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Division of Corporations

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P. 01
Page 1 of 2

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Fondation Pour L'Enfance of America, Inc.

Foundation for the Children of America, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FONDATION POUR L'ENFANCE OF AMERICA, INC.

In compliance with the requirements of Chapter 617 of the Florida Not-for-Profit Corporation Act of the Florida Uniform Business Corporation Act, the undersigned person does hereby make, subscribe and submit the following Articles of Incorporation of a Corporation Not-for-Profit, which read as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is FONDATION POUR L'ENFANCE OF AMERICA, INC.

ARTICLE II

NOT FOR PROFIT

The Corporation is a Corporation Not-for-Profit as defined in Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 distribution in furtherance of the purposes set forth in Article V. hereof.

ARTICLE III

PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

ARTICLE V

PURPOSES

The purposes for which the Corporation is organized are as follows:

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A. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, either directly or by contributions to organizations that qualify as exempt organizations 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.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI

LIMITATIONS

A. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

D. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

F. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code

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of 1986, as amended, or the corresponding section(s) of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

ARTICLE VII

TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual.

ARTICLE VIII

MEMBERS

Initially, the Corporation shall operate under the management of its Board of Directors. The Board of Directors may subsequently permit the Corporation to have members. The qualifications of members of the Corporation shall be regulated by the Bylaws.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

NAME

GERALD L. PRINCIPE

ADDRESS

11780 U.S. Highway One
Suite 300
North Palm Beach, FL 33408

ARTICLE X

BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be not less than three (3) nor more than five (5). The names and addresses of the persons who are to serve as initial Directors until the first election thereof are:

NAME

JOSEPH M. FLEMING

ADDRESS

450 Royal Palm Way
Sixth Floor
Palm Beach, FL 33480

H99000007184

GEORGIANA GRANDPIERRE

33 Rue Nicolo
75017 Paris, France

GERALD L. PRINCIPE

11780 U.S. Highway One
Suite 300
North Palm Beach, FL 33408

The management of the Corporation shall be vested in the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws.

ARTICLE XIOFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers as may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	JOSEPH M. FLEMING	450 Royal Palm Way Sixth Floor Palm Beach, FL 33480
Vice President	GEORGIANA GRANDPIERRE	33 Rue Nicolo 75017 Paris, France
Treasurer	JOSEPH M. FLEMING	450 Royal Palm Way Sixth Floor Palm Beach, FL 33480
Secretary	GERALD L. PRINCIPE	11780 U.S. Highway One Suite 300 North Palm Beach, FL 33408

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ARTICLE XIIBYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein.

ARTICLE XIIIAMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XIVNONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Uniform Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other Certificates or writings evidencing an ownership of proprietary interest in the Corporation.

ARTICLE XVDISSOLUTION: DISTRIBUTION OF ASSETS

The Corporation may be dissolved with the assent given in writing, and signed by not less than two-thirds (2/3) of the Board of Directors and/or Voting Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation of the Corporation into or with a non-profit corporation, association, trust, or other organization devoted to such similar purpose selected by like vote which is exempt as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, the operations of the Corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine. Any assets not so disposed of

MAR-25-99 THU 02:18 PM

FAX NO.

P. 07

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shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such exempt organization or organizations as such Court shall determine.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and the seal of the Corporation this 25th day of March, 1999.

FONDATION POUR L'ENFANCE OF AMERICA, INC.

By: Gerald L. Principe
Gerald L. Principe, Incorporator

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

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

FIRST that FONDATION POUR L'ENFANCE OF AMERICA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408, has named FHS CORPORATE SERVICES, INC., 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408, as its agent to accept service of process within the State of Florida.

Gerald L. Principe
Gerald L. Principe, Incorporator

DATED: March 25, 1999

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.

By: Oren S. Tasini
Oren S. Tasini,
Its Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn to before me by Oren S. Tasini, who is personally known to me or has produced _____ as identification, this
25th day of March, 1999.



Lori A. Chiaizola
MY COMMISSION # CC715596 EXPIRES
February 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC

Lori A. Chiaizola
NAME:
NOTARY PUBLIC
State of Florida
(Seal)