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LAW OFFICES OF  
WILLIAM H. NEWTON, III  
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

May 28, 1999

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CERTIFIED MAIL

RETURN RECEIPT REQUESTED

Division of Corporations  
PO Box 6327  
Tallahassee, Fl 32314

Re: The Pride Foundation, Inc. (Chapter 617--  
Florida Not For Profit)

400002891604--3  
-06/01/99-01145--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of the above Florida Not For Profit corporation.

Please file the articles and forward a certified copy back to me at your earliest convenience. Enclosed is a check in the amount of \$78.75 representing the required filing fee.

If you have any question please do not hesitate to contact me.

Sincerely,

*William H. Newton, III*

William H. Newton, III

WHN:dmb  
Enclosures

cc: Mr. Roberto La Rocca

FILED  
99 JUN -1 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-7-99

**Articles of Incorporation  
of  
The Pride Foundation, Inc.**

FILED  
99 JUN -1 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned by these Articles forms a corporation not for profit under Chapter 617, Florida Statutes and certifies as follows:

**I.  
Name and Principal Address**

The name of the corporation, hereinafter called the "Corporation," shall be The Pride Foundation, Inc., and the street address of its principal office is 21218-10 St. Andrews Blvd., #602, Boca Raton, FL 33433.

**II.  
Purposes**

The purposes for which the Corporation is to be organized in accordance with §509(a)(3) of the Internal Revenue Code of 1986 ("Code") are exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Grandview Pride Student Enrichment Center of Boca Raton, Inc., a Corporation organized exclusively for charitable purposes within the meaning of Code §501(c)(3). In line with said purposes, the Corporation is organized exclusively for educational, charitable, and scientific purposes under Code §501(c)(3) and has a racially nondiscriminatory policy and does not discriminate on the basis of race, color, or national or ethnic origin.

**III.  
Directors and Manner of Election**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

**IV.  
Registered Agent**

The registered office of the Corporation and its registered agent to accept service of process within the State is Mr. Roberto La Rocca located at 21218-10 St. Andrews Blvd., #602, Boca Raton, FL 33433.

**V.  
Limitations and Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. 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.

B. 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 organized pursuant to Code §509(a)(3), or the corresponding section of any future federal tax code.

C. Upon the dissolution of the Corporation, assets shall be distributed in accordance with Article II hereof exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Grandview Pride Student Enrichment Center of Boca Raton, Inc.

**VI.  
Term**

This Corporation shall exist perpetually, unless terminated by due process of law.

**VII.  
Incorporators**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

Roberto La Rocca

21218-10 St. Andrews Blvd., #60  
Boca Raton, Florida 33433

99 JUN -1 PM 1:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIII.  
Bylaws**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

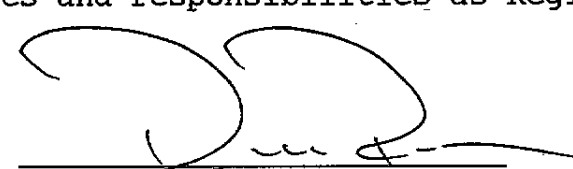
**IX.  
Amendment**

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of MAY, 1999.

  
Incorporator, Roberto La Rocca

I hereby accept the duties and responsibilities as Registered Agent.

  
Roberto La Rocca

Dated: 05-17-1999