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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Touch-a-Heart
Foundation, Inc.

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☒ Art of Inc. File Cert.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

Date

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Courier

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ARTICLES OF INCORPORATION
OF
TOUCH-A-HEART FOUNDATION, INC.
(A NONPROFIT CORPORATION)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are United States citizens, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, make and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

TOUCH-A-HEART FOUNDATION, INC.

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the corporation is:

3300 N.E. 191 Street
Suite 304
Aventura, Florida 33180

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are:

A. The corporation is organized exclusively for charitable, 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.

B. The charitable, educational and scientific purposes shall include, but are not limited to, sponsoring, organizing, administering, enhancing and operating programs in the community which, 1) provide counseling and support services to children who are victims of violence; 2) provide educational outreach programs to schools as part of an overall school violence prevention program; and 3) provide special events and holiday parties to benefit the economically disadvantaged of the community.

ARTICLE IV
Manner of Election of Directors

There shall be a board of directors consisting of at least three individuals. The incorporators shall serve as the initial directors until the first meeting of the board of directors. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE V
Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Robert B. Arden, Esq.
Suite 305
8751 W. Broward Boulevard
Plantation, Florida 33324

ARTICLE VI
No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE VII
Not For Profit

The corporation is a not for profit corporation under Chapter 617, 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 (if any), 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 III 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. 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, or the corresponding section 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, or the corresponding section of any future federal tax code.

ARTICLE VIII Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets of the corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX Powers

Solely for the purposes specified in Article III hereof, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as 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 the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, in furtherance of the purposes specified in Article III hereof, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X
Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation [IRC section 501(a)] as an organization described in IRC section 501(c)(3) and which is other than a private foundation as defined in IRC section 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

ARTICLE XI
Duration

The duration (term) of the corporation is perpetual.

ARTICLE XII
Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XIII
Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XIV
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XV
Indemnification and Civil Liability

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVI
Incorporators

The names and addresses of the Incorporators to these Articles of Incorporation are:

Alisa Steinberg
3300 N.E. 191 Street
Suite 304 304
Aventura, Florida 33180

Scott Lockwood
10001 W. Oakland Park Boulevard
Suite 101
Sunrise, Florida 33351

Dawn Valacci
10001 W. Oakland Park Boulevard
Suite 101
Sunrise, Florida 33351

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TALLAHASSEE, FLORIDA


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IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on

June 15, 1999.


ALISA STEINBERG, Incorporator


SCOTT LOCKWOOD, Incorporator


DAWN VALACCI, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ROBERT B. ARDEN, ESQ.

Date: JUNE 15, 1999