



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 9534A

CUSTOMER: Robert Arlen, Esq
ROBERT M. ARLEN, P.A.
ROBERT M. ARLEN, P.A.
Suite 330
110 E. Atlantic Avenue
Delray Beach, FL 33444

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DOMESTIC FILING

NAME: LIFESTEPS FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 7/6/99
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**ARTICLES OF INCORPORATION OF
LIFESTEPS FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
99 JUL -6 PM 4: 04
SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ROBERT M. ARLEN, does hereby execute these Articles of Incorporation as the Incorporator of LIFESTEPS FOUNDATION, INC., a Florida Not for Profit Corporation, and would state:

**ARTICLE I
NAME/PRINCIPAL OFFICE**

The name of this Corporation is LIFESTEPS FOUNDATION, INC., hereinafter referred to as "the Corporation" or "the Foundation". The initial principal office of this Corporation shall be 6201 S. Military Trail, Lake Worth, FL 33463.

**ARTICLE II
STATEMENT OF CORPORATE NATURE**

This is a non-profit Corporation pursuant to the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes. This Corporation shall at all times be operated in such a manner as to qualify for exemption from taxation pursuant to 501(c)(3) of the Internal Revenue Code including all valid regulations thereunder (hereinafter referred to as IRC). It is also intended that gifts to this Foundation shall qualify for the appropriate income, gift, and estate tax deductions provided for by Sections 170, 2522, and 2055 IRC. These articles shall be interpreted in all respects in accordance with the foregoing intent.

**ARTICLE III
PURPOSES**

The purposes of this Foundation shall be educational, religious, and charitable, all within the constraints of Section 501(c)(3) IRC and the restrictions and limitations of these articles. No substantial part of the activities of this foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in Section 501(c)(3)(h) IRC), and the foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Corporate distributions may be for one or more of said purposes, in such amounts, for such Foundation purposes and to such recipients as may be determined by the president and the board of directors of the corporation, and as otherwise provided in Article XI below and the by-laws of the corporation.

ARTICLE IV TERM

This Corporation shall have a perpetual existence which shall commence upon the filing of these Articles of Incorporation.

ARTICLE V MEMBERSHIP

The sole class of members of this Corporation shall be its Directors. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member upon the dissolution or winding up of this Corporation.

The Corporation may accord an honorary membership status to donors to the Foundation as may be further provided in the By-Laws of the Foundation; however, no such honorary membership shall convey any voting or management rights in the Corporation; nor any rights or interests in and to any assets of the Corporation.

ARTICLE VI INCORPORATOR

The name and address of the incorporator of LIFESTEPS FOUNDATION, INC. is as follows:

ROBERT M. ARLEN
110 E. Atlantic Avenue, Suite 330
Delray Beach, FL 33444

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be 110 E. Atlantic Avenue, Suite 330, Delray Beach, FL 33444, and the initial Registered Agent of the Corporation shall be Robert M. Arlen.

ARTICLE VIII BOARD OF DIRECTORS AND OFFICERS

Number of Directors

The number of Directors of the Corporation shall not be less than three (3) and the initial number of Directors shall be four (4). However, the number of Directors may be increased by a

unanimous vote of the Board of Directors creating or amending a Corporate bylaw concerning the Directors of the Corporation.

Initial Directors

The initial Directors and their addresses are as follows:

JOHN D. HAWKINS, SR.	7729 North Tree Way Lake Worth, FL 33467
JARED HAWKINS	6370 Pinestead Drive, #1423 Lake Worth, FL 33463
CHARLOTTE HAWKINS	7729 North Tree Way Lake Worth, FL 33467
ROSCOE BREWER	9741 Preston Road, #304 Fresco, TX 75034

Said persons shall serve as Directors of this Corporation until their Successors are elected and shall qualify.

Term of Directors

A Director shall serve until resignation, inability to serve, removal, or re-election.

Vacancy

In the event of a vacancy on the Board of Directors, said vacancy shall be filled by a majority vote of the remaining Directors.

Removal

At any time a Director may be removed by a unanimous vote of the remaining Board of Directors and a Successor may be appointed as provided above.

Meetings

The Directors shall have annual and special meetings at such time and places as may be provided for by the By-Laws of the Corporation.

Action in Writing

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Said written consent or consents shall be filed with the Minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Directors. Any such consent may be certified by the Secretary or Assistant Secretary of the Corporation or any of its Directors, which certificate shall be prima facie evidence of the authority and actions contained therein. In addition, the Board of Directors may meet if not physically present at one location through the use of a telephone conference call or other telecommunications medium.

Corporate Officers

The officers of the Corporation shall be a President, Treasurer, and Secretary. The Board of Directors shall be authorized at any time to remove said officers, re-elect new officers, or elect such other officers as the Directors, in their sole discretion, deem necessary for the proper operation of the Corporation, with full power to delegate to said officers the authority to manage the Foundation as may be deemed appropriate under the circumstances. The names and residence addresses of the officers who shall serve until their successors are elected shall be:

JOHN D. HAWKINS, SR.	President	7729 North Tree Way Lake Worth, FL 33467
JARED HAWKINS	Assistant Secretary	6370 Pinestead Drive, #1423 Lake Worth, FL 33463
CHARLOTTE HAWKINS	Secretary	7729 North Tree Way Lake Worth, FL 33467

Management by President

The President of the Corporation shall be responsible for the day to day management of the Foundation. Such management and authority shall include, but not be limited to, negotiation and acceptance of contributions to the Foundation, hiring, compensation, and discharge of Foundation personnel, sale and purchase or lease of Foundation assets, contracting in the name of the Foundation for any Foundation purpose, directing the investment Foundation funds, and determining the proper application of Foundation funds to its purposes. The President shall act at the specific direction of the Board of Directors or pursuant to policies established by the Board of Directors; however, in the absence of such direction, the President shall be delegated full authority to handle all affairs of the Foundation.

Treasurer

The Treasurer shall oversee the receipt and disbursement of corporate funds, the investment of corporate assets, the keeping of corporate financial records, and the issuing of financial statements.

Secretary

The Secretary of the corporation shall keep minutes of the meetings of the board of directors of the corporation, and shall have control over and the safekeeping of non-financial books and records of the corporation.

Indemnity

The Corporation shall, to the extent allowed by law, indemnify and hold its Directors and Officers harmless for any and all liabilities which may be incurred through their good faith representation of the Foundation.

Other Duties and Restrictions

Other duties may be imposed upon, and other restrictions placed upon, the officers of the corporation by the by-laws of the corporation. However, the obligation of any corporate officer shall not be increased by any such by-law without notice to and consent of the affected officer.

ARTICLE IX BY-LAWS

Subject to the limitations contained in these Articles of Incorporation, and any limitations set forth in the Florida Not For Profit Corporation Act, and the relevant provisions of the IRC, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, by a unanimous vote of the Board of Directors.

ARTICLE X DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes described in Article III above, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, incorporator, or member hereof; nor shall any part of the net income or assets of this Corporation inure to the benefit of any private individual except in connection with the stated purposes of this Foundation.

ARTICLE XI CORPORATE DISTRIBUTIONS

Income

Subject to the requirements of law and the Internal Revenue Code, the distributions of income as made by the President of the Foundation, or as otherwise approved by the Board of Directors, shall be made in such a manner as to effectuate the purposes of the Foundation described in Article III above, in such amounts for such specific purposes as may be determined by the President or the

- **Board of Directors.** Said distributions shall be made in the sole discretion of the President, unless otherwise instructed by the Board of Directors which instruction shall be made by a majority vote of the Board. At any time the Board of Directors may authorize the President or other officers of the Corporation to make distributions of income as provided above for particular purposes, in a particular manner, or subject to a particular policy; and, as a matter of administrative convenience, said officers may make said distributions without further authorization from the Board of Directors and until such time as said specific authority is terminated or policy is changed.

Principal

In the event the income of this Foundation is insufficient to carry out its purposes, the Board of Directors or President may authorize or make the payment of the assets of this Corporation, in cash or in kind, in such amounts as may be deemed advisable under the circumstances in the same manner as described above for corporate income.

Donor Directed Funds

The Foundation shall have the power to receive donations to be held, administered, and distributed based upon those expressed wishes or desires of the donor which are acceptable to the President or Board of Directors of the Foundation; provided the administration and distribution of said donations based upon the requests or desires of the donor is consistent with the purposes for which the Foundation has been formed and the terms, restrictions, and limitations of these Articles and the by-laws of the corporation. Said donor directed funds may be segregated and separately invested or may be commingled with the other assets of the Foundation and accounted for upon the books and records of the Foundation.

Distributions Upon Termination

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in accordance with one or more of the purposes described in Article III above and in such a manner as will not compromise the tax exempt status of the Corporation pursuant to Section 501(c)(3) IRC; or said assets shall be distributed to one or more non-profit funds, Foundations, or Corporations which are organized and operated exclusively for one or more of the purposes and which has established its tax exempt status under Section 501(c)(3) IRC.

ARTICLE XII CONSTRAINTS

Notwithstanding any provision hereof, no provision of the Articles or Bylaws governing the Foundation or any direction or action of the Board of Directors or the President shall be valid if it will disqualify the Foundation as tax exempt pursuant to Section 501(c)(3) IRC, or for the applicable deduction provided for by Section 170, Section 2522, and Section 2055 IRC as those sections now

- exist or may hereafter be amended including all valid regulations thereunder. These constraints shall include but shall not be limited to the following:

Distribution of Income

The Corporation shall distribute its income for each taxable 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 IRC.

Self Dealing

The Corporation shall not engage in any act of self-dealing as prohibited by Section 4941(d) of the IRC.

Investments Jeopardizing Charitable Purpose

The Corporation shall not make any investments in such a manner as to subject it to a tax under Section 4944 of the IRC.

Taxable Expenditures

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) IRC.

ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by a unanimous vote of the Board of Directors. No such amendment shall violate the purposes of this Foundation as described in Article III above, although such purposes may be further defined or narrowed; nor shall any such amendment jeopardize the tax exempt status of this Foundation under Section 501(c)(3) IRC or the deductibility of any contribution to this Foundation under Sections 170, 2522, and 2055 IRC.

ARTICLE XIV TERMINATION

In the event the Board of Directors determines that circumstances exist which discourage, prevent, or prohibit, the continued operation of this Foundation; then, the Board of Directors upon unanimous vote shall be authorized to terminate the Foundation and distribute the net assets thereof in accordance with ARTICLE XI hereof.

I, ROBERT M. ARLEN, being the incorporator of this Corporation for the purpose of forming a Corporation under the Not For Profit Corporation Act of the state of Florida have executed these Articles of Incorporation this 29th day of June, 1999.


ROBERT M. ARLEN, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Lifesteps Foundation, Inc. was acknowledged before me this ____ day of June, 1999 by ROBERT M. ARLEN, who is personally known to me and who did not take an oath.

Seal & commission
expiration stamp:

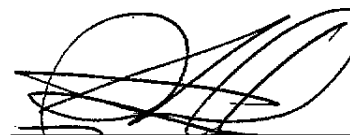
Notary Public
State of Florida

FILED
99 JUL -6 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, ROBERT M. ARLEN, do hereby accept my appointment as Registered Agent of Lifesteps Foundation, Inc. I am familiar with and agree to perform the obligations of my position as Registered Agent of this Corporation in accordance with the laws of the State of Florida.

Executed this 29th day of June, 1999.


ROBERT M. ARLEN