

N99000004243

Jesse J. Payne

1230 Hampton Blvd #327 • North Lauderdale, FL 33068 • Telephone 954/721-9610

TRANSMITTAL LETTER

July 4, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

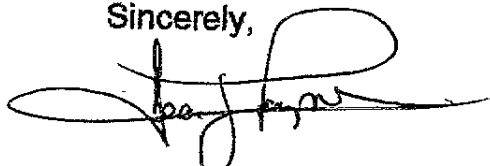
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*****78.75 *****78.75

Subj: The foundations for Independence and Growth, Incorporated

Dear Department of State:

Enclosed is an original and one(1) copy of the articles of incorporation and a money order for \$78.75 in payment of the filing fee and certificate for the above referenced corporation.

Sincerely,



Jesse J. Payne
Registered Agent

FILED
99 JUL -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUL 15 1999

Articles of Incorporation

Of

The Foundations for Independence and Growth, Inc.

FILED
99 JUL -8 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit corporation Act, adopt(s) the following Articles of Incorporation

Article I. Name

The name of the corporation, hereinafter called the Corporation shall be The Foundations for Independence and Growth, Inc. and its principal place of business shall be in the City North Lauderdale, Broward County, Florida.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be:

1230 Hampton Boulevard,
Apartment 327
North Lauderdale, Florida 33068

Article III. Purpose

A. The purpose for which the Corporation is to be organized are exclusively for charitable and benevolent purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto. To promote and expand the social, cultural, domiciliary, economic, educational and general health, safety and welfare for children, youth, adults, families, elderly, and special populations who for reasons of health, legal, personal, or socio-economics circumstance are in need of and could benefit from the services of the corporation. Towards the accomplishment of this end the Corporation shall engage in advocacy, develop program and facilities, and engage in such other

activities as to increase opportunities and improve the life chances of a aforesaid groups and individuals.

Article IV. Manner of Election of Directors

The 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 may be filled in the manner provided in the bylaws.

Article V. Initial Registered Agent

The registered office of the Corporation and its registered agent to accept service of process within the State is Jesse J. Payne, located at 1230 Hampton Boulevard, Apartment 327, North Lauderdale, Broward County, Florida 33068

Article VI: Incorporator

The Name and address of the Incorporator to these Articles of Incorporation are: Regina A. Payne, 1230 Hampton Boulevard, Apartment 327, North Lauderdale, Florida 33068

Article VII. Limitations and Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any of private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, 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. No substantial part or 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 candidates for public office.

B. Notwithstanding any other provision of the Articles. the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code and its Regulation as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be hereafter amended.

C. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, benevolent, educational, organizations which would then qualify under provisions of Section

501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of these assets will be distributed to any member, officer, or director of the Corporation or to any private individual.

Article VIII. Term

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

Article IX. Amendments

The Articles of Incorporation may be amended by two-thirds vote of the membership of the Corporation at a regular meeting or 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.

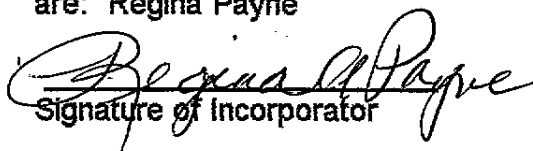
Article X. Indemnification of Officers and Directors

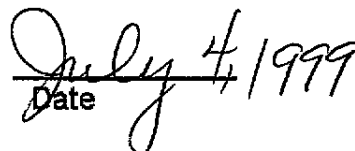
The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives, and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or her may be made a party by reason of his or her having been a director or officer of this corporation, except as in relation to matters to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable of willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

Article XI: Members

The members of the Corporation shall consist of persons signing the Certificate of Incorporation and such other persons as qualifying for membership as may be set forth in the bylaws.

The names and address of the Incorporator to these Articles of Incorporation are: Regina Payne


Signature of Incorporator


Date

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The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives, and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or her may be made a party by reason of his or her having been a director or officer of this corporation, except as in relation to matters to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable of willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

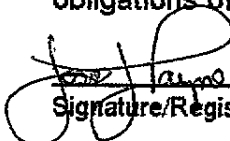
Article XI: Members

The members of the Corporation shall consist of persons signing the Certificate of Incorporation and such other persons as qualifying for membership as may be set forth in the bylaws.

The names and address of the Incorporator to these Articles of Incorporation are: Regina Payne

Regina A. Payne Regina A. Payne July 4, 1999
Signature of Incorporator Date

Having been named as a registered agent and to accept service of process of 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.

 Jesse J Payne
Signature/Registered Agent

July 4, 1999
Date

FILED

99 JUL -8 AM 10:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA