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FLORIDA NON-PROFIT CORPORATION

ALONZO MOURNING CHARITIES, INC.

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ARTICLES OF INCORPORATION
Alonzo Mourning Charities, Inc..
(A corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation for Alonzo Mourning Charities, Inc., Charter Number _____, pursuant to the provisions of Chapter 617 Florida Statutes:

ARTICLE I

NAME

The name of the corporation shall be Alonzo Mourning Charities, Inc., hereinafter referred to as "Charities" and its principal mailing address and place of business is 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133. Its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which Charities is organized is to engage in activities as a not-for-profit organization, to further the needs of many who cannot help themselves, including but not limited to, medical research of those diseases destructive to the human body, activities for underprivileged children, and other yet to be specified necessary relief for the suffering.

ARTICLE III

POWERS

The powers of Charities shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. Charities shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

Section 2. Charities shall have all of the powers reasonable necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to acquire, own and dispose of real and personal property.
- B. Omitted purposely
- C. The power to expend monies collected for the purpose of paying the expenses of the Charities.
- D. The power to manage, control, operate; maintain, repair and improve capitol investments.
- E. The power to purchase facilities approved by the Board of Directors.
- F. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of its Property.
- G. The power to insure and keep insured the Charities Property, improvements and chattel.
- H. The power to employ the personnel required for the operation and management of the Charities and its Property.
- I. The power to pay utility bills for utilities serving the Charities.
- J. Omitted purposely
- K. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements
- L. Omitted purposely
- M. Omitted purposely
- N. The power to make reasonable rules and regulations and to amend the same from time to time.
- O. Omitted purposely
- P. The power to enforce by any legal means the provisions of these Articles of Incorporation, the By-Laws, and rules and regulations

promulgated by the Charities from time to time.

- Q. The power to borrow money, mortgage Property, and to select depositories for the Charities's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed.
- R. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Charities. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of Charities. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.
- S. The power to contract for the management of the Charities and to delegate to the manager, all of the powers and duties of the Charities.
- T. Omitted purposely
- U. The power to establish additional officers and/or directors of the Charities and to appoint all officers provided in the By-Laws.
- V. The power to appoint committees as the Board of Directors may deem appropriate.
- W. The power to adopt, alter and amend or repeal the By-Laws of the Charities as may be desirable or necessary for the proper management of the Charities.
- X. The power to engage in any other activities which will foster, promote and advance the common interests of the Charities.
- Y. The foregoing enumeration of powers shall not limit or restrict the exercise of others and further powers which may now or hereafter be permitted by law.

ARTICLE IV

Charities shall have as its official effective date: January 22, 2001

ARTICLE VBOARD OF DIRECTORS

The affairs of Charities shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. The following persons shall constitute the Board of Directors:

<u>Name</u>	<u>Address</u>
Alonzo Mourning-President	3225 Aviation Avenue, Seventh Floor Coconut Grove, Florida 33133
Allen Furst-Vice President	5515 Security Lane, Suite 1103 Rockville, MD 20852
Peter Z. Kamenesh-Secretary	3225 Aviation Avenue, Seventh Floor Coconut Grove, Florida 33133

The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of Charities.

ARTICLE VIINDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Charities shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in

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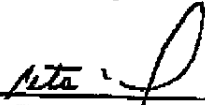
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ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Peter Z. Kamenesh and the street address of the registered office of the Charities shall be 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133.

IN WITNESS WHEREOF the undersigned officer has executed these Articles of Incorporation this 23 day of January, 2001.


Peter Z. Kamenesh

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned, being the duly elected Secretary of Alonzo Mourning Charities, Inc., does hereby certify that the attached Articles of Incorporation for Alonzo Mourning Charities, Inc., contains no amendments to the Articles of Incorporation which have not been approved by the requisite approval of the members and does further certify that the Articles have been adopted by the Board of Directors by written consent.

This Certificate is given in compliance with Section 617. 1007(3)(a).


Peter Z. Kamenesh, Secretary

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