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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BRU FOUNDATION, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF A NOT-FOR-PROFIT  
BRU FOUNDATION, INC.

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ARTICLE I - NAME

The name of this Corporation is BRU FOUNDATION, INC., a corporation not-for-profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

ARTICLE III - PURPOSE

The purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c.)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV - QUALIFICATION OF MEMBERS

The qualifications for membership will be determined by the organizations Bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

And the name of the initial registered agent of this corporation at that address is Terry J. Franzen.

ARTICLE VI- INCORPORATOR

The name and address of the person signing these Articles:

TERRY J. FRANZEN  
201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

## ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than three (3). The name and address of the initial Directors of this Corporation is:

TERRY J. FRANZEN  
201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

ELIZABETH TUR  
201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

BARBARA FRANZEN  
201 SOUTH BISCAYNE BLVD 28<sup>TH</sup> FLOOR  
MIAMI, FL 33131

## ARTICLE VIII – BOARD OF DIRECTORS ELECTIONS

The board of Directors shall be elected by the membership at each annual meeting of the members.

## ARTICLE VIX – OFFICERS

The legal affairs of the corporation shall be managed by the officers, who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

## ARTICLE X – REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise.

Notwithstanding any other provisions of the 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

## ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such

organization or organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an 501 (c ) (3) of the Internal Revenue Code of 1986 (or the Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of the Circuit Court of the County in which the principal office of the corporations 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 purpose.

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 11<sup>th</sup> 2010

TERRY J. FRANZEN  
  
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INCORPORATOR

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

First that BRU FOUNDATION INC., is desiring to organize or qualify under the laws of the State of Florida, has named Terry J. Franzen located at: 201 South Biscayne Blvd, 28<sup>th</sup> Floor, Miami, FL 33131 as its agent to accept services of process within Florida.

Dated: August 11<sup>th</sup> 2010

  
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TERRY J. FRANZEN, INCORPORATOR

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: August 11<sup>th</sup> 2010

  
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TERRY J. FRANZEN, INCORPORATOR