

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : MISHAN, SLOTO, & GREENBERG, P.A.
Account Number : 073330003137
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Fax Number : (305) 379-2328

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FLORIDA NON-PROFIT CORPORATION

ROSE FAMILY FOUNDATION, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (1), Certified Copy (0), Page Count (05), and Estimated Charge (\$78.75).

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ARTICLES OF INCORPORATION
OF
ROSE FAMILY FOUNDATION, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

ARTICLE I - NAME

The name of this corporation is ROSE FAMILY FOUNDATION, INC. The mailing address of the corporation shall be c/o Barry Rose, 1001 Brickell Bay Drive, Suite 1400, Miami, Florida 33131.

ARTICLE II - CORPORATE EXISTENCE

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for those purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B., above.

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This instrument prepared by:

Ana C. Harris, Esq.

Florida Bar No. 705403

Mishan, Sloto, Greenberg, Hellinger & Udolf, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33131

(305) 379-1792

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ARTICLE IV - LIMITATION

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to any member, directors, officers, employees, or other private individuals, or organizations organized and operated for a profit; provided, however, 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, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a) (2).

C. 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 interven in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V - MEMBERS

The corporation shall have no Members.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Barry R. Rose	Mallah, Furman and Company P.A. 1001 Brickell Bay Drive Suite 1400 Miami, FL 33131-4938

ARTICLE VII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of

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Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Directors shall be elected in accordance with the By-laws of the corporation. The names and addresses of the initial Directors of this corporation are as follows:

Name	Address
Barry R. Rose	5790 S.W. 37 Terrace Ft. Lauderdale, Florida 33312
Anita B. Rose	5790 S.W. 37 Terrace Ft. Lauderdale, Florida 33312
Alisa S. Rose	5790 S.W. 37 Terrace Ft. Lauderdale, Florida 33312
Philip S. Rose	5790 S.W. 37 Terrace Ft. Lauderdale, Florida 33312

ARTICLE VIII - PRIVATE FOUNDATION RESTRICTIONS

A. 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 Internal Revenue Code (the "Code").

B. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

D. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

E. The corporation shall not make any taxable expenditure as defined in section 4945(d) of the Code.

ARTICLE IX - NON-STOCK CORPORATION

This corporation is organized on a non-stock basis.

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ARTICLE X - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Barry R. Rose	Mallah, Furman and Company P.A. 1001 Brickell Bay Drive Suite 1400 Miami, FL 33131-4938

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended at any time, or from time to time, by affirmative vote of a majority of all of the Directors then in office.

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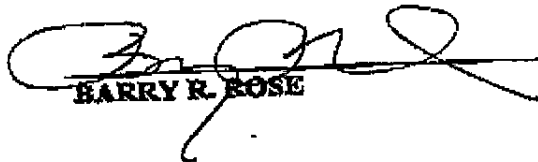
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of February, 2000.


BARRY R. ROSE, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VI of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 7 day of February, 2000.


BARRY R. ROSE

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