

NO1000002410

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

E-MAIL nknigh@amrl.com

NEAL W. KNIGHT, JR.

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(954) 767-0215

FACSIMILE (954) 761-7644

March 29, 2001

800003932698--0
-04/02/01--01015--005
*****78.75 *****78.75

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: THE ELI AND JUDITH LIPPMAN FAMILY FOUNDATION, INC.

Dear Sirs:

Enclosed are the original Articles of Incorporation for the-above referenced not-for-profit corporation. Also enclosed, is a check in the amount of \$78.75 to cover the filing fees, registered agent designation and a certified copy of the filed Articles.

I enclose a prepaid Express Mail envelope for your convenience in returning the certified copy and the charter to me.

Very truly yours,

Neal W. Knight, Jr.
NEAL W. KNIGHT, JR.

NWK/kw
Enclosures

FILED
01 APR -2 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

156224NKNIGH

T. Burch APR 5 2001

ARTICLES OF INCORPORATION

FILED

OF

01 APR -2 AM 11:37

THE ELI AND JUDITH LIPPMAN FAMILY FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be The Lippman Family Foundation, Inc. For convenience, the corporation may be referred to in this instrument as the "Corporation".

ARTICLE II

PURPOSE

The Corporation, is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation. The Corporation will have a primary purpose of supporting cultural, religious, educational and medical charitable activities

ARTICLE III

POWERS

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

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

ARTICLE IV LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE V REGISTERED AGENT

The Registered Agent for the corporation shall be Neal W. Knight, Jr., Esquire whose address is:

Post Office Box 431
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480-0431

ARTICLE VI DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

Eli M. Lippman
225 Wells Road
Palm Beach, FL 33480

Judith S. Lippman
225 Wells Road
Palm Beach. FL 33480

Meredith Lippman Hoffman
6605 Paxton Road
Rockville, MD 20852

Kenneth R. Lippman
351 South Road
Pikesville, MD 21208

ARTICLE VII **INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party the indemnification described above shall apply only when the Board of Directors approves such a settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII
BY-LAWS

The initial By-laws of the Corporation shall be adopted by the Incorporator. Any By-law may be altered, amended or rescinded by the Board of Directors.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors.

ARTICLE X
OFFICE

The office street and mailing address of this Corporation shall be:

225 Wells Road
Palm Beach, FL 33480

ARTICLE XI
INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation is:

Eli M. Lippman and Judith S. Lippman
225 Wells Road
Palm Beach, FL 33480

ARTICLE XII
OFFICERS

The affairs of the corporation shall be managed by the officers provided for in the Bylaws of the Corporation. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

The Board of Directors may reduce or increase the offices and officers of the Corporation provided the Corporation has the minimum number of offices and officers required by the Florida Not-For-Profit Corporation Law, Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of March, 2001.

Eli M. Lippman
ELI M. LIPPMAN

Judith S. Lippman
JUDITH S. LIPPMAN

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 29th day of March, 2001, by Eli M. Lippman, who is personally known to me or who has produced FL driver's license as identification.

Neal W. Knight, Jr.
Notary Public, State of Florida
NEAL W. KNIGHT, JR.
Print Name
My commission expires:
My commission number:

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)



NEAL W. KNIGHT, JR.
Notary Public, State of Florida
My Comm. Exp. May 14, 2004
No. CC 921896

The foregoing instrument was acknowledged before me this 29th day of March, 2001, by Judith S. Lippman, who is personally known to me or who has produced FL driver's license as identification.

Neal W. Knight, Jr.
Notary Public, State of Florida
NEAL W. KNIGHT, JR.
Print Name
My commission expires
My commission number:



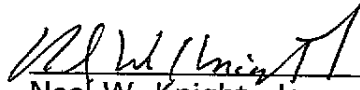
NEAL W. KNIGHT, JR.
Notary Public, State of Florida
My Comm. Exp. May 14, 2004
No. CC 921896

FILED
01 APR -2 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
THE ELI AND JUDITH LIPPMAN FAMILY FOUNDATION, INC.**

The Lippman Family Foundation, Inc. and its incorporators, Eli M. Lippman and Judith S. Lippman, hereby appoint Neal W. Knight, Jr., to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 617, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.



Neal W. Knight, Jr.
Resident Agent of The Lippman
Family Foundation