

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

THE JAYNE AND LEONARD ABESS FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
THE JAYNE AND LEONARD ABESS FOUNDATION, INC.

The undersigned, the subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be THE JAYNE AND LEONARD ABESS FOUNDATION, INC. (the "Corporation").

ARTICLE II

PURPOSES

The purpose of the Corporation is to receive and maintain personal or real property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended¹. The activities of the Corporation shall be consistent with Section 501(c)(3), as amended.

¹Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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In furtherance of the foregoing, the Corporation shall be authorized:

- a. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate, and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- b. To receive assistance, money, real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.
- c. To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and to pay reasonable compensation for the services of such persons.
- d. To distribute, in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, education and scientific programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.,
- e. To contract and be contracted with and to sue and be sued.
- f. To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- g. To adopt and use a corporate seal containing the word "corporation not for profit," if desired and deemed necessary, but this shall not be compulsory unless required by law.

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- h. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed, and , in general, to have all the rights, privileges and immunities and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
- i. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation
- j. Each and all of the objects, purposes and powers of the Corporation shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Leonard L. Abess, Jr., 25 West Flagler Street, Miami, Florida 33130.

ARTICLE IV

MEMBERSHIP

The Corporation shall not have members.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE VI

SUBSCRIBER

The name and address of the subscriber is: Howard W. Gordon, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

ARTICLE VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors comprised of not less than three (3) directors, but which may be comprised of any number in excess thereof, as provided in the By-Laws. Directors will be elected by a majority vote of the existing Board of Directors, or as provided in the By-Laws.

The names and addresses of the initial Board of Directors who are to serve until the first election thereof are:

Jayne Abess	25 West Flagler Street Miami, Florida 33130
Leonard L. Abess, Jr.	25 West Flagler Street Miami, Florida 33130
Thomas B. Brady	25 West Flagler Street Miami, Florida 33130

ARTICLE VIII

OFFICERS

The policies and operations of this Corporation shall be executed by a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its annual meeting to be held at such time and place as shall be prescribed by the By-Laws.

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The names and addresses of the officers who are to serve until the first election thereof are:

President	Leonard L. Abess, Jr.
Vice President	Jayne Abess
Secretary	Thomas B. Brady
Treasurer	Jayne Abess

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131, and the initial registered agent of the Corporation at that address is John C. Strickroot.

ARTICLE X

COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer, unless employed by the Board of Directors as (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount, not for compensable services rendered in other capacities, and approved for payment in the manner provided by the By-Laws.

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B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed in connection with any proceeding (including any appeal thereof), or any settlement of any proceeding, to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful malfeasance or malfeasance in the performance of duties; provided that, in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in 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. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director(s) or officer(s) at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known, in writing, to the Board of Directors, and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director(s) or officer(s) to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

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ARTICLE XI

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members, directors, or officers of the Corporation, or to any other private persons; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

- a. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d);
- c. Shall not retain any excess business holdings as defined in Section 4943(c);
- d. Shall not make any investments in such manner as to subject it to tax under Section 4944; and
- e. Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2).

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ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: The Board of Directors may amend the Articles of Incorporation by a majority vote of the Board. Said amendment of the Articles of Incorporation shall be adopted by a majority vote of the Directors present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each Director not less than fifteen (15) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE XIII

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the directors, in accordance with the provisions of the By-Laws.

ARTICLE XIV

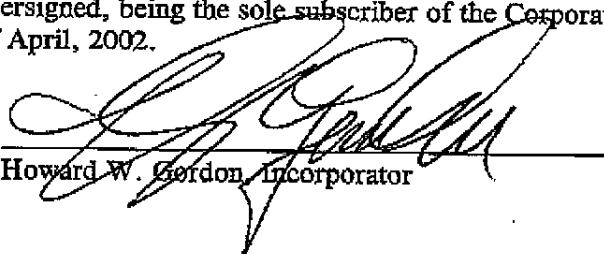
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transfer to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is 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 purposes.

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IN WITNESS WHEREOF, the undersigned, being the sole subscriber of the Corporation,
has set his hand and seal this 19th day of April, 2002.



Howard W. Gordon, Incorporator

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

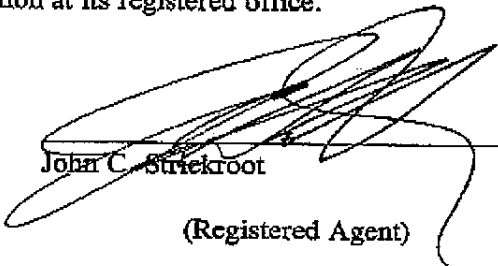
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

THE JAYNE AND LEONARD ABESS FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates John C. Strickroot as its registered agent and 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


John C. Strickroot

(Registered Agent)

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