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November 19, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Barry & Judith Nelson Family Foundation, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION OF THE
BARRY & JUDITH NELSON FAMILY FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE
FLORIDA
03 NOV 19 AM 3:20

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.
CORPORATE NAME**

The name of the corporation shall be the BARRY & JUDITH NELSON FAMILY FOUNDATION, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

c/o Nelson & Levine, P.A.
2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160

**ARTICLE III.
PURPOSES**

The specific purposes for which the corporation is organized are: to establish, promote and maintain activities on its own behalf as allowed under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code ["IRC Section 501(c)(3)"] and to make contributions and grants to other I.R.C. section 501(c)(3) organizations.

**ARTICLE IV.
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By Laws.

**ARTICLE V.
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Barry A. Nelson, Esq.
2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160

**ARTICLE VI.
INCORPORATOR**

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

Barry A. Nelson, Esq.
2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160


**ARTICLE VII.
CHARITABLE ORGANIZATIONS PROVISION**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under I.R.C. Section 501(c)(3).

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under I.R.C. Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of I.R.C. Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



Barry A. Nelson, Esq. (Date)
Incorporator

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



11/18/03

Barry A. Nelson, Esq.
Registered Agent

(Date)

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