

N040000010031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

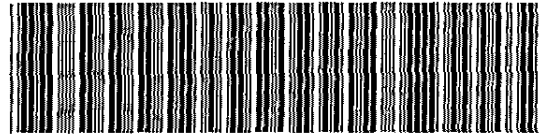
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

[Handwritten Signature]
10/25/06



300041702853

10/22/04--01076--001 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 OCT 22 A 9:06

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Mark Eisenberg Family Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

~~\$~~87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sharon Cooper
Jewish Federation of Palm Beach County
Name (Printed or typed)

4601 Community Dr.
Address

West Palm Beach, FL 33417
City, State & Zip

561 242-6672
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

MARK EISENBERG FAMILY FOUNDATION
ARTICLES OF INCORPORATION

FILED
2008 OCT 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a charitable corporation under the Florida Nonprofit Corporation Law, Chapter 617 of the Florida Statutes, do hereby certify:

FIRST: The name of the Corporation shall be the MARK EISENBERG FAMILY FOUNDATION, INC. (hereinafter the "Corporation").

SECOND: The place in the State of Florida where the principal office of the Corporation is to be located is 4601 Community Drive, the City of West Palm Beach, County of Palm Beach, Florida 33418. The names and addresses of the subscribers of these Articles are as follows:

Mark Eisenberg
133 Via Paradisio
Palm Beach Gardens, FL 33418

Michelle G. Wasch
Jewish Federation of Palm Beach County
4601 Community Drive
West Palm Beach, FL 33418

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of, the qualified organization specified herein. The Jewish Federation of Palm Beach County, Inc., (hereafter "the Federation") is so specified. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). If the Federation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, one or more qualified organizations as shall be selected by the Board of Trustees of the Corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the state of Florida upon nonprofit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income there from or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Members, Trustees, officers or private individuals, but 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 THIRD hereof.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on

propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law

SIXTH: The Members of the Corporation shall be divided into two classes: the Federation Member and the Donor Members. The respective rights of each class of Members shall be as set forth in the Bylaws of the Corporation. The Trustees of the Corporation shall be divided into two classes: the Federation Class and the Donor Class. The method of electing each class of Trustees shall be set forth in the Bylaws of the Corporation.

SEVENTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, educational or religious purposes to the organization specified in Article THIRD if it is then a qualified organization. This distribution may be made outright to the organization specified in Article THIRD or the distribution can be specified to create a designated fund at said organization. If such organization is not a qualified organization, the assets of the Corporation shall be distributed in such manner and to such qualified organizations as the Board of Trustees shall determine. Any of such assets not so distributed shall be distributed by the applicable court in the county in which the principal office of the corporation is at the time located, exclusively for the aforesaid purposes of the corporation or to such qualified organization or organizations as said Court shall determine.

EIGHTH: The persons who shall serve the Corporation as Trustees until the first annual meeting, or other meeting called to elect Trustees and their respective classes are as follows:

Federation Class:

Sanford Baklor, Mark Levy and Michelle G. Wasch

Donor Class:

Mark Eisenberg and Lawrence Eisenberg

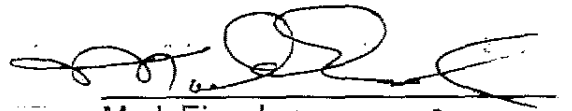
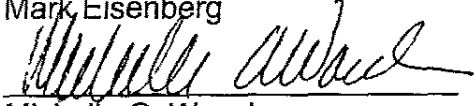
NINTH: The Corporation shall have perpetual existence unless sooner dissolved by law or by the terms of the Bylaws of the Corporation or these Articles.

TEN: This Corporation shall have the power, to the fullest extent permitted by the provisions of the Florida Statutes, Section 607.0831 and 607.0850, as limited by Section 617.0834, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to

indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVEN: All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, we have hereunto subscribed our names at West Palm Beach, Florida, this 28th day of September, 2004.

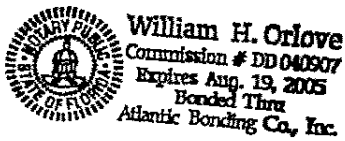

 Mark Eisenberg

 Michelle G. Wasch

INCORPORATORS

STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH) ss.:

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Mark Eisenberg and Michelle Wasch who after being by me duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 28 day of September, 2004.




 Notary Public State of Florida at Large
 My Commission expires: 8/19/05

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance therewith:

That MARK EISENBERG FAMILY FOUNDATION, ^{INC.} a non-profit corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, 4601 Community Drive, in the City of Palm Beach, County of Palm Beach, State of Florida, 33418 has named Michelle G. Wasch, or her successor, located at the corporation's principal office, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

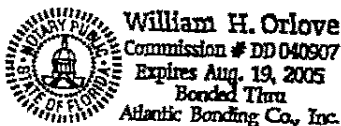
By *Michelle Wasch*
 Michelle G. Wasch
 Chief Operating Officer

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 2004 OCT 22 A 9:07
FILED

STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH) ss.:

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared *Michelle Wasch* who after being by me duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 28 day of September 2004.



William H. Orlove
 Notary Public, State of Florida at Large