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ACCOUNT NO. : 072100000032

REFERENCE : 226857 4800621

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : September 13, 2007

ORDER TIME : 9:03 AM

ORDER NO. : 226857-005

CUSTOMER NO: 4800621

DOMESTIC FILING

NAME: THE JORDAN BERNSTEIN
FOUNDATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: _____

Certificate Of Incorporation

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of

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THE JORDAN BERNSTEIN FOUNDATION, INC.

A Florida Corporation

In Compliance with Chapter 617, Florida Statutes (F.S.)

FIRST: *Name.* The name of the Corporation is THE JORDAN BERNSTEIN FOUNDATION, INC.

SECOND: *Registered Office and Registered Agent.* The address of the Corporation's principal office is 12794 Touchstone Place, Palm Beach Gardens, Florida 33418, County of Palm Beach. The address of the Corporation's registered office in the State of Florida is c/o The Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, County of Leon. The name of its registered agent at such address is The Corporation Service Company.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Amanda Roath
As its agent

9.14.07
Date

THIRD: *Purpose.* The nature of the business or purposes to be conducted or promoted by the Corporation are:

(a) To receive and maintain a fund or funds of real or personal 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, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;

(b) To possess and exercise all the powers and privileges granted by Title XXXVI, Chapter 617 of the Florida General Statutes (i.e. Florida Not For Profit Corporation Act) (hereinafter "Chapter 617, F.S.") or by any other law or this Certificate of Incorporation, together with any powers incidental thereto, provided such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the foregoing business or purposes of the Corporation; and

(c) To engage in any lawful act or activity for which corporations may be organized under the Chapter 617, F.S.

FOURTH: *Tax Exempt Qualification.* The Corporation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code, and, in connection therewith:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting or in furtherance of one or more of its purposes), and no Member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of such Code.

(c) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, educational and scientific organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Code.

(d) If, at any time, the Corporation shall be classified as a private foundation under the Code, then at such time or times the Corporation shall be subject to the following restrictions:

(i) 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 Code or corresponding provisions of any subsequent federal tax laws.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

FIFTH: *Capital Stock.* The Corporation shall have no capital stock.

SIXTH: *Incorporator.* The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
David W. Schaaf	c/o Becker, Glynn, Melamed & Muffly LLP 299 Park Avenue New York, NY 10171

SEVENTH: *Management of Affairs of the Corporation.* For the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation and regulation of the powers of the Corporation and of the Board of Directors and the Members thereof, it is hereby provided:

(a) The initial by-laws of the Corporation shall be adopted by the incorporator. Thereafter, the power to make, alter or repeal the by-laws of the Corporation shall be vested in the Board of Directors of the Corporation.

(b) The business of the Corporation shall be managed by the Board of Directors of the Corporation.

(c) The number of Directors constituting the initial whole Board of Directors shall be five as named herein. Thereafter, the number of Directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the by-laws. The phrase "whole Board" shall be deemed to mean the total number of Directors which the Corporation would have if there were no vacancy or vacancies.

Jordan Bernstein	12794 Touchstone Place, Palm Director Beach Gardens, FL 33418
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Sandra Slater Bernstein	12794 Touchstone Place, Palm Director Beach Gardens, FL 33418
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Robyn Doehring 72 Boltonwood Way, Bolton, Director
MA 01740

Stuart Bernstein 327 Kevin Drive, Director
Murfreesboro, TN 37130

Melissa Bernstein 11250 Taylor Drive, Apt. 911, Director
Austin, TX 78759

(d) The initial Board of Directors shall be elected by the incorporator. Thereafter, Directors shall be elected by the Members of the Corporation, provided, that in the event the Corporation shall have no Members, Directors shall be elected by the Board of Directors. Directors need not be Members of the Corporation.

(e) A Director shall be entitled to one vote in all proceedings in which a Director is entitled to vote under any provisions of this Certificate of Incorporation and of the by-laws. Except as may be otherwise provided by Chapter 617, F.S., a majority of all the Directors, or the sole Director if there be only one, shall constitute a quorum at any meeting of the Board of Directors, and a majority vote of all the Directors shall be the act of said Board of Directors. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting, without prior notice and without a vote, by a majority of all the Directors.

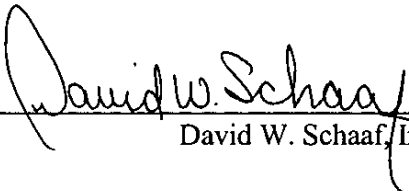
(f) Any or all of the Directors may be removed for cause or without cause by action of a majority of the Members.

(g) The initial Members of the Corporation shall be those persons elected by the incorporator. The by-laws shall prescribe the conditions of membership in the Corporation. Each Member shall be entitled to vote in the election of Directors of the Corporation and to vote in such other proceedings as Chapter 617, F.S. shall confer voting power on Members entitled to vote in the election of Directors of the Corporation. A Member shall be entitled to one vote in all proceedings in which a Member is entitled to vote under any provisions of this Certificate of Incorporation and of the by-laws. Except as may be otherwise provided by Chapter 617, F.S., a majority of all the Members, or the sole Member if there be only one, shall constitute a quorum at any meeting of Members, and a majority vote of all the Members shall be the act of said Members. Any action that may be taken by the Members at a meeting may be taken without a meeting, without prior notice and without a vote, by a majority of all the Members.

(h) Meetings of the Board of Directors and of the Members may be held at such place within or without the State of Florida as may be designated by or in the manner provided in the by-laws.

EIGHTH: *Amendment.* The Certificate of Incorporation may be amended from time to time in accordance with the provisions of Chapter 617, F.S.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation under the laws of the State of Florida does certify that the facts herein stated are true, and does hereby sign this Certificate of Incorporation this 9th day of September, 2007.



David W. Schaaf, Incorporator

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