

796000000113

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

No. 52280

RE: Cross Family
Foundation, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

56 JAN -8 PM 2:06

796-322

JAN - 8 1995

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ BY _____
CK No. _____

WALK-IN Will Pick Up 1/2 12:00

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U B	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

300001879739
-01/05/96-01017-003
****122.50 ****122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

RECEIVED
96 JAN -8 AM 8:47
DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: GROSS FAMILY FOUNDATION, INC.
Ref. Number: W96000000322

We have received your document for GROSS FAMILY FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00000555

RECEIVED
96 JAN -8 AM 9:57
DIVISION OF CORPORATIONS

CORRECTED

ARTICLES OF INCORPORATION:

FILED
FLORIDA STATE
DIVISION OF CORPORATIONS
05 JAN -8 PM 2:06

OF

GROSS FAMILY 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:

GROSS FAMILY FOUNDATION, INC. ("Corporation").

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are:

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 amended.¹ The activities of the Corporation shall be consistent with Section 501(c)(3).

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.

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 this 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 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 this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, 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 corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this 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, however, 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

MEMBERSHIP

The Corporation shall not have members. Any person who has a sincere interest in the objectives and purposes of the Corporation is eligible for membership. The qualifications for membership will be as prescribed.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The name and address of the subscriber is:

Howard Gross
13647 Deering Bay Drive, Apt. 141
Miami, Florida 33158

ARTICLE VI

TEMPORARY OFFICERS

The names and addresses of the officers who are to serve until the first election of officers as provided by the Bylaws of the Corporation are:

President/ Treasurer:	Howard Gross 13647 Deering Bay Drive Apt. 141 Miami, Florida 33158
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Vice President/
Secretary: Rénec Gross
 13647 Deering Bay Drive
 Apt. 141
 Miami, Florida 33158

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the directors of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

Howard Gross
13647 Deering Bay Drive
Apt. 141
Miami, Florida 33158

Andrew Gross
7605 S. W. 166 Terrace
Miami, Florida 33157

Rénec Gross
13647 Deering Bay Drive
Apt. 141
Miami, Florida 33158

Peter Gross
7305 S. W. 122 Street
Miami, Florida 33158

Patricia Kalik
145 Steinmetz Drive
Manchester, NH 03104

ARTICLE VIII

REGISTERED AGENT

The initial office of the Corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Fla 33134 and the initial registered agent of the Corporation at that address is Howard W. Gordon.

ARTICLE IX

DIRECTORS' AND OFFICERS'

COMPENSATION AND INDEMNIFICATION

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 Bylaws.

B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding 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 misfeasance 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 transactions 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 or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding 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 or Directors, Officer or Officers 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.

ARTICLE X

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 person; 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 that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization: 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;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3)

ARTICLE XI

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 transferring such assets 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 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.

ARTICLE XII

BYLAWS

AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the bylaws.


ARTICLE XIII

PRINCIPAL MAILING ADDRESS

The principal mailing address of the Corporation is:

13647 Deering Bay Drive, Apt. 141
Miami, Florida 33158

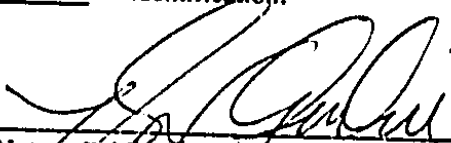
IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation,
have set my hand and seal this 7 day of Jun, 1996



HOWARD GROSS

STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

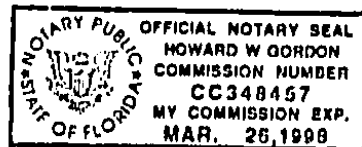
The foregoing instrument was acknowledged before me this 2nd day of Jan, 1996 by HOWARD GROSS, who is personally known to me or who has produced _____ as identification.



Notary Public, STATE OF FLORIDA

Print Name: Howard W. Gordon

My Commission Expires:



STATE
CORPORATIONS

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE 96 JAN -8 PM 2:07

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

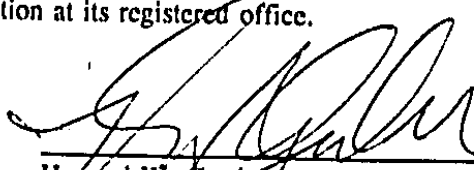
DESIGNATION

GROSS FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Howard W. Gordon, its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Fla. as its registered office.

ACCEPTANCE

33134

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



Howard W. Gordon
(Registered Agent)