

N 96000003319

ENGELBERG, CANTOR & LEONE, P.A.

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3000

FAX (954) 981-2300

MORRIS ENGELBERG
JERALD C. CANTOR
FREDERICK LEONE, JR.
LAURIE ENGELBERG MILGRIM

PALM BEACH OFFICE
125 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (407) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

June 6, 1996

VIA CERTIFIED MAIL
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JUN 11 1996

RE: Articles of Incorporation
The Weiler Foundation, Inc.

Dear Sir/Madam:

We have prepared and enclose herein, an original and one (1) copy of the Articles of Incorporation of The Weiler Foundation, Inc. Additionally, please find our firm's check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) made payable to the Secretary of State representing your fee for filing said Articles.

Kindly file the enclosed Articles and return a certified copy of said Articles of Incorporation to our Hollywood offices.

If you have any questions with regard to the above please do not hesitate to contact our offices.

Respectfully Submitted,

MORRIS ENGELBERG
For the Firm

JUN 21 PM 11:02
TALLAHASSEE, FLORIDA

ME:nh
Enclosures
cc. Mr. Bartlett Burnap
The Weiler Foundation, Inc.

1096-12626

SN JUN 12 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1996

MORRIS ENGELBERG
YANKEE CLIPPER CENTER
3230 STIRLING RD.
HOLLYWOOD, FL 33021

SUBJECT: THE WEILER FOUNDATION, INC.
Ref. Number: W96000012626

We have received your document for THE WEILER 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 096A00029485

ENGELBERG, CANTOR & LEONE, P.A.

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 988-3900

FAX (954) 981-2300

MORRIS ENGELBERG
JERALD C. CANTOR
FREDERICK LEONE, JR.
LAURIE ENGELBERG MILGRIM

PALM BEACH OFFICE
126 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (407) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

June 19, 1996

VIA FEDERAL EXPRESS
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
The Weiler Foundation, Inc.


Dear Sir/Madam:

Pursuant to your letter number 096A00029485 (copy enclosed), we are enclosing an original and one (1) copy of the Articles of Incorporation of The Weiler Foundation, Inc. Article V, Initial Board of Directors, has been changed to reflect the manner in which directors are elected or appointed. A statement making reference to the By-Laws has been added.

Kindly file the enclosed Articles and return a certified copy of said Articles of Incorporation to our Hollywood offices.

If you have any questions with regard to the above, please do not hesitate to contact our offices.

Respectfully submitted,


MORRIS ENGELBERG
For the Firm

ME:nh
Enclosures

FILED

ARTICLES OF INCORPORATION

96 JUN 21 AM 11:01

OF

TALLAHASSEE, FLORIDA

THE WEILER FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of establishing a not-for-profit corporation, does hereby declare the following:

ARTICLE I

NAME

The name of this corporation is The Weiler Foundation, Inc.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of this corporation shall be:

249 Royal Palm Way, Suite 301
Palm Beach, Florida 33480

ARTICLE III

NATURE OF CORPORATE BUSINESS

A. This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Florida Not-For-Profit Corporation Act exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. The corporation's activities and business shall be restricted as follows:

- (1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- (2) All corporate property is irrevocably dedicated to the purposes set forth in Paragraph A. of this Article. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (3) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization or organizations which are organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.
- (4) The corporation will distribute its income for each tax 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 Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law.
- (5) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

- (6) The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.
- (7) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.
- (8) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3230 Stirling Road, Hollywood, Florida and the name of the initial registered agent of this corporation at that address is Morris Engelberg, Esquire.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors who shall hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified in accordance with procedures set forth in the By-Laws of the Corporation, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation, but shall never be less than three (3). The names and addresses of the Directors are:

Bartlett Burnap
249 Royal Palm Way, Suite 301
Palm Beach, Florida 33480

Christiane Burnap
2230 Steiner Street, #5
San Francisco, California 94115

William Bullis, Esquire
11999 San Vicente Boulevard, Suite 220
Los Angeles, California 90049

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Bartlett Burnap
249 Royal Palm Way, Suite 301
Palm Beach, Florida 33480

ARTICLE VII
INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; provided, however, that no such amendment or revocation shall be made if said amendment or revocation shall cause the corporation to lose its status as a not-for-profit corporation under Chapter 617, Florida Statutes, or its qualification for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 12/12, 1996

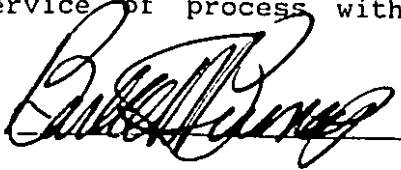

Bartlett Burnap
Incorporator

FILED
55 JUN 21 11:01
TALLAHASSEE, FLORIDA

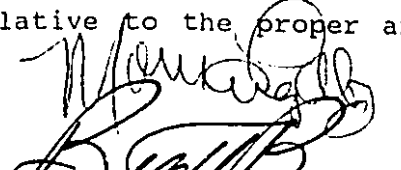
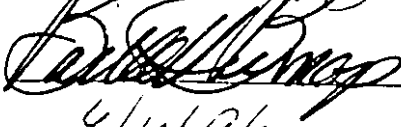
CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That THE WEILER FOUNDATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Town of Palm Beach, State of Florida, has named Morris Engelberg, Esquire, 3230 Stirling Road, Hollywood, Florida 33021 its agent to accept service of process within Florida.

SIGNATURE 
TITLE _____
DATE 6/6/96

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


SIGNATURE 
DATE 6/19/96

N96000003319

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE WEILER FOUNDATION, a California corporation not qualified in Florida

INTO

THE WEILER FOUNDATION, INC., a Florida corporation, N96000003319

File date: October 2, 1997

Corporate Specialist: Velma Shepard

N96000003319

ENGELBERG, CANTOR, LEONE & MILGRIM, P. L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

PALM BEACH OFFICE

125 WORTH AVENUE

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

MORRIS ENJELBERG &
LAURIE L. MILGRIM, P.A.
JERALD C. CANTOR, P.A.
FREDERICK LEONE, JR., P.A.

September 29, 1997

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

900002308619--3
-10/01/97--01061--013
***122.50 ***122.50

RE: Articles of Merger
Agreement of Merger
The Weiler Foundation, Inc.

Dear Sir/Madam:

We have prepared and enclose herein the following:

- (1) Articles of Merger of The Weiler Foundation, Inc.
- (2) Agreement of Merger of The Weiler Foundation, Inc.

Additionally, please find our firm's check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) made payable to the Secretary of State representing your fee for filing said documents.

Kindly file the enclosed Articles of Merger and Agreement of Merger and return a certified copy of the same to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Fredrick Leone, Jr.
FREDERICK LEONE, JR.
For the Firm

VS OCT 1 1997

FL:nh
Enclosures

Merger

FILED
OCT -2 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FILED
97 OCT -2 PM 3:46
STATE OF FLORIDA

The undersigned, BARTLETT BURNAP and CHRISTIANE BURNAP, being the President and Secretary, respectively, of THE WEILER FOUNDATION, a nonprofit public benefit corporation organized pursuant to the laws of the State of California, and of THE WEILER FOUNDATION, INC., a not-for-profit corporation organized pursuant to the laws of the State of Florida, do hereby certify:

1. The name of each Constituent Corporation is as follows:

THE WEILER FOUNDATION
THE WEILER FOUNDATION, INC.

The name of the Surviving Corporation is THE WEILER FOUNDATION, INC.

2. THE WEILER FOUNDATION has no members and is governed by a board consisting of three (3) directors. THE WEILER FOUNDATION, INC. has no members and is governed by a board consisting of three (3) directors.

3. There are no amendments or changes to the Articles of Incorporation of the Surviving Corporation to be effected by this merger.

4. The effective date of Merger of THE WEILER FOUNDATION into THE WEILER FOUNDATION, INC. shall be the 1st day of October, 1997.

5. a. The merger of THE WEILER FOUNDATION and THE WEILER FOUNDATION, INC. was authorized in respect to THE WEILER FOUNDATION, a Constituent Corporation, by unanimous consent of its directors on the 1st day of August, 1997.

b. The merger of THE WEILER FOUNDATION and THE WEILER FOUNDATION, INC. was authorized in respect to THE WEILER FOUNDATION, INC., a Constituent Corporation, by unanimous consent of its directors on the 1st day of August, 1997.

6. A copy of the Agreement of Merger is attached hereto. The plan of merger has not been abandoned.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 1st day of August, 1997.

THE WEILER FOUNDATION

By: Bartlett Burnap
BARTLETT BURNAP
President

(Additional signatures are contained on the following page.)

By: Christiane Burnap
CHRISTIANE BURNAP
Secretary

THE WEILER FOUNDATION, INC.

By: Bartlett Burnap
BARTLETT BURNAP
President

By: Christiane Burnap
CHRISTIANE BURNAP
Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

HAVING BEEN DULY SWORN, I hereby certify that I am the President of THE WEILER FOUNDATION and of THE WEILER FOUNDATION, INC.; that I am one of the persons described in and who executed the foregoing certificate; that I have read the same and know its contents, and that the contents contained therein are true.

Bartlett Burnap
BARTLETT BURNAP

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared BARTLETT BURNAP, who, after being duly sworn, did state that he is the President of THE WEILER FOUNDATION and of THE WEILER FOUNDATION, INC.; that he is one of the persons described in and who executed the foregoing document; that he has read the same and knows its contents, and that the contents contained therein are true.

WITNESS my hand and official seal in the County and State last aforesaid the 1st day of August, 1997.

Frederick Leone Jr.
NOTARY PUBLIC



FREDERICK LEONE JR
My Commission QQ435061
Expires Jan 30 1998
Bonded by HAI
800-422-1555

AGREEMENT OF MERGER

THIS AGREEMENT is effective as of the 1st day of August, 1997, by and between The Weiler Foundation, a California nonprofit public benefit corporation (hereinafter referred to as "Old Weiler") and The Weiler Foundation, Inc., a Florida not-for-profit corporation (hereinafter referred to as "New Weiler").

WITNESSETH

WHEREAS, Old Weiler was formed May 18, 1961, pursuant to the General Nonprofit Corporation Law, Part 1 of Division 2 of Title 1 of the Corporation Code of the State of California with its initial corporate name being the RALPH J. WEILER FOUNDATION;

WHEREAS, the Articles of Incorporation of Old Weiler were amended November 25, 1985 to change the name of the corporation to its present name;

WHEREAS, New Weiler was formed June 21, 1996, pursuant to the Not-For-Profit Corporation Act of the State of Florida;

WHEREAS, Old Weiler and New Weiler each have no members and are governed by boards consisting of the same three (3) individuals;

WHEREAS, New Weiler received a favorable determination from the Internal Revenue Service on November 6, 1996, that it is exempt from income tax under Internal Revenue Code Section (IRC Sect.) 501(a) as an organization described in IRC Sect. 501(c)(3), and

WHEREAS, the governing boards of Old Weiler and of New Weiler have determined that the charitable activities of both organizations could be better managed and operated if a merger of the two corporations was made, and if the surviving corporation was New Weiler;

NOW, THEREFORE, in consideration of the mutual premises made herein, and for other good and valuable consideration the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

1. CONSTITUENT CORPORATIONS: The constituent corporations are as follows:

a) The Weiler Foundation ("Old Weiler"), which was formed pursuant to the laws of the State of California on May 18, 1961, and

b) The Weiler Foundation, Inc. ("New Weiler"), which was formed pursuant to the laws of the State of Florida on June 21, 1996.

2. TERMS AND CONDITIONS: The effective date of the merger

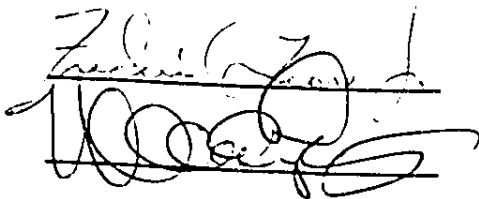
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October

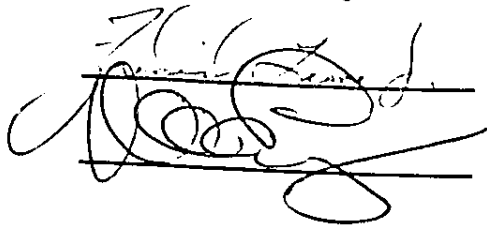
shall be August 1, 1997. On said date, Old Weiler shall disappear and New Weiler shall be the surviving corporation and shall succeed, without other transfer, to all the rights and property of Old Weiler and shall be subject to all the debts and liabilities of Old Weiler and to any trust obligation that Old Weiler may have with respect to its property.

3. AMENDMENT TO ARTICLES OF NEW WEILER: There shall be no amendments to the Articles of Incorporation of New Weiler as a result of the merger.

4. AMENDMENT TO BYLAWS OF NEW WEILER: There shall be no amendments to the Bylaws of New Weiler as a result of the merger.


IN WITNESS WHEREOF, the parties hereto, by and through their designated officers, have signed this agreement effective as of the date first above written.





THE WEILER FOUNDATION
("Old Weiler")

By: 
BARLETT BURNAP
President

By: 
CHRISTINE BURNAP
Secretary

(Additional signatures are contained on the following page.)

F.O.C.Z. J.

[Handwritten Signature]

THE WEILER FOUNDATION, INC.
("New Weiler")

By: [Handwritten Signature]
BARTLETT BURNAP
President

F.O.C.Z. J.

[Handwritten Signature]

By: [Handwritten Signature]
CHRISTINE BURNAP
Secretary