

**N960000003615**

**RAYMOND & RAYMOND**  
PROFESSIONAL ASSOCIATION  
1200 NORTH FEDERAL HIGHWAY, SUITE 411  
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.  
2801 OCEAN DRIVE, SUITE 202-B  
VERO BEACH, FLORIDA 32963  
TELEPHONE (561) 234-5788  
TELECOPIER (561) 234-4683

TELEPHONE (561) 368-2151  
TELECOPIER (561) 368-4668

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.  
505 NORTH WOODWARD AVENUE, SUITE 2300  
BLOOMFIELD HILLS, MICHIGAN 48304  
TELEPHONE (810) 642-2522  
TELECOPIER (810) 258-2851

June 24, 1996

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

700001876167  
-06/26/96--01068--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: THE ISIDOR ISREAL & SYLVIA H. SPRECKER FAMILY FOUNDATION,  
INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the  
above-referenced corporation along with a check in the amount of  
\$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copies	<u>52.50</u>
<b>TOTAL:</b>	<b><u>\$122.50</u></b>

FILED  
95 JUL -5 PM 19  
TALLAHASSEE, FLORIDA

Please direct the certified copy of the Articles of Incorporation and any  
questions to the undersigned.

Sincerely,  
RAYMOND & RAYMOND, P.A.

*Kera J. Draetta*  
Kera J. Draetta  
Corporate Paralegal

*6-26-96*  
*JD*

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1996

RAYMOND & RAYMOND  
1200 NO FEDERAL HIGHWAY STE 411  
BOCA RATON, FL 33432

SUBJECT: THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY  
FOUNDATION, INC.  
Ref. Number: W96000013610

We have received your document for THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 696A00031766

ARTICLES OF INCORPORATION

OF

THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation is THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC..

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be 11256 Bannock Avenue, Boynton Beach, FL 33435.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

ARTICLE IV

EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE V

MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC.. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

#### ARTICLE VI LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, as the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 49439(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor 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.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

(e) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable

compensation may be paid for services rendered to or for the Corporation.affecting one or more of its purposes), and no member, trustee, director or 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.

(f) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VII SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Isidor Israel Sprecker, 11256 Bannock Avenue, Boynton Beach, FL 33435.

#### ARTICLE VIII MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three (3) provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any

such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Isidor Israel Sprecker	11256 Bannock Avenue Boynton Beach, FL 33435
Sylvia H. Sprecker	11256 Bannock Avenue Boynton Beach, FL 33435
Averum J. Sprecher	Shanaghan Road East Haddam, CT 06423

(b) Of The Officers of the Corporation shall consist of the President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The present officers are as follows:

President/Treasurer	Isidor Israel Sprecker
Secretary	Sylvia H. Sprecker

The duties and powers of the Officers shall be as set forth in the By-laws.

#### ARTICLE IX REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is RAYMOND & RAYMOND, P.A., 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432.

The name of the registered agent of this Corporation at the above address is John J. Raymond, Jr..

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE X  
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

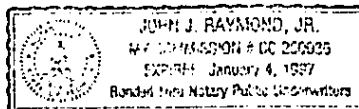
Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

Isidor Israel Sprecker  
Isidor Israel Sprecker,  
Subscriber

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF             )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Isidor Israel Sprecker. He/She is personally known to me or has produced a drivers license as identification and did take an oath and who executed the foregoing Articles of Incorporation of THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, and the acknowledged before me that he/she subscribed to these Articles of Incorporation.

John J. Raymond, Jr.  
Notary Public  
My Commission Expires:



54

FILED  
95 JUL -5 PM 2:20  
TALLAHASSEE, FLORIDA

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, desiring to organize under the laws of the State of Florida, with its principal place of business at 11256 Bannock Avenue, Boynton, Beach, FL 33435, has named John J. Raymond, Jr., located at RAYMOND & RAYMOND, P.A., 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.

  
\_\_\_\_\_  
John J. Raymond, Jr.



N96000003615

FAX TRANSMISSION

RAYMOND & RAYMOND P.A.  
1200 NORTH FEDERAL HWY., STE. 411  
BOCA RATON, FL 33432  
(407) 368-2151  
FAX: (407) 368-4668

To: Mr. Steven Harris Date: September 30, 1996  
Fax #: (904) 487-6013 Pages: 1, including this cover sheet.  
From: Kera J. Draetta  
Subject: Sprecker document N96000003615

COMMENTS:

Dear Steven:

Pursuant to our telephone conversation, following is the certification and letter from the State of Florida regarding THE ISIDOR ISRAEL & SYLVIA M. SPRECKER FAMILY FOUNDATION.

Please correct the middle initial of Mrs. Sprecker from an H. to an M.

If possible, please send me notification that this correction has been made.

I appreciate your assistance in this matter, please contact me should you have any questions.

SH 9/30

*Kera*

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL



# N96000003615

JAN-28-1997 17:07  
1/28/97  
9:35 AM

RAYMOND & RAYMOND  
FLORIDA DIVISION OF CORPORATIONS

P.01/03

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000001558 0))

TO: DIVISION OF CORPORATIONS  
(904)922-4000

FAX #:

FROM: RAYMOND & RAYMOND, P.A.  
105147001567

ACCT#:

CONTACT: KERA J DRAETTA  
PHONE: (561)368-2151  
(561)368-4668

FAX #:

NAME: THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMIL  
AUDIT NUMBER.....H97000001558  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 1  
DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

1/28/97 10:00 AM

K  
SH/29

FILED  
07/29/97 11:21:17



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 26, 1997

THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATIO  
11256 BANNOCK AVENUE  
BOYNTON BEACH, FL 33435

SUBJECT: THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC.  
REF: N96000003615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: H97000001558  
Letter Number: 997A00004236

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC.

(904) 922-4000  
H970000J01558

Pursuant to the Florida Statutes, the Articles of Incorporation of THE ISIDOR ISRAEL & SYLVIA H. SPRECKER FAMILY FOUNDATION, INC., are hereby amended pursuant to a written consent in lieu of a meeting executed by the Corporation's Directors on the 27 day of January, 1997 as follows:

1. The name of the Corporation is THE ISIDOR ISRAEL & SYLVIA M. SPRECKER FAMILY FOUNDATION, INC..
2. ARTICLE I is hereby amended to read as follows:

The name of the corporation is THE ISIDOR ISRAEL & SYLVIA M. SPRECKER FAMILY FOUNDATION, INC..

3. The Amendment was adopted by the Members and Directors on the 27 day of January, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation this 27 day of January, 1997.

FILED  
JAN 29 1997  
BOCA RATON, FLORIDA

Isidor I. Sprecker  
Isidor I. Sprecker, Director  
President

Sylvia M. Sprecker  
Sylvia M. Sprecker, Director  
Secretary

(904) 922-4000  
H97000001558

Prepared by:

John J. Raymond, Jr.  
RAYMOND & RAYMOND, P.A.  
1200 North Federal Highway, Ste. 411  
Boca Raton, FL 33432  
Bar# 194162