



ARTICLES OF INCORPORATION  
OF  
THE HYMAN A. AND IDA KIRSNER FAMILY FOUNDATION, INC.  
a Florida Corporation not for profit

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The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "THE HYMAN A. AND IDA KIRSNER FOUNDATION, INC." hereinafter referred to as the "CORPORATION."

EFFECTIVE DATE  
12-5-96

ARTICLE II - ADDRESS

The principal office of the CORPORATION shall be:

34 Star Island  
Miami Beach, Florida 33139

The mailing address of the CORPORATION shall be:

Goldberg, Young & Gravenhorst, P.A.  
5355 Town Center Road  
Suite 303  
Boca Raton, Florida 33486

96 DEC -5 PM 12:00  
FILED

ARTICLE III - PURPOSE

The purposes for which the CORPORATION is organized are exclusively as follows:

1. To operate exclusively as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

2. To receive and maintain 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, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IV - SCOPE OF ACTIVITY

Except as otherwise provided herein, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in § 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder, as the same now exist or as they may be hereinafter amended, or corresponding provisions of any future federal tax laws.

#### ARTICLE V - RESTRICTIONS ON ACTIVITY

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other 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 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. 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.

2. The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

3. 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 described under § 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, which is exempt from taxation under § 501(a) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, or by an organization described under § 170(c)(2) of the

Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, to which contributions are deductible under § 170(a) of the Internal Revenue Code of 1986 and Regulations thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VI - MEMBERS

1. The CORPORATION shall have one class of members.
2. Each member must be a natural person who is eighteen years of age or older or
3. The BYLAWS may establish additional qualifications for members.
4. The initial members shall be HYMAN A. KIRSNER and IDA KIRSNER.
5. The CORPORATION shall issue one certificate of membership to each member.
6. Each member shall be entitled to one vote.
7. The BYLAWS shall provide for an annual meeting of the members of the CORPORATION and shall make provision for special meetings.

#### ARTICLE VII - TERM OF EXISTENCE

The CORPORATION shall have perpetual existence, commencing on December 5, 1996.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporators are:

Hyman A. Kirsner and Ida Kirsner  
34 Star Island  
Miami Beach, Florida 33139

#### ARTICLE IX - DIRECTORS

1. The property, business, and affairs of the CORPORATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. The initial board of directors as set out in Section 3 of this Article IX, shall consist of seven (7) directors. In the absence of a determination as to the number of

directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the CORPORATION.

2. All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members.

3. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Hyman A. Kirsner	34 Star Island Miami Beach, Florida 33139
Ida Kirsner	34 Star Island Miami Beach, Florida 33139
Harry M. Kirsner	34 Star Island Miami Beach, Florida 33139
Diane A. Goldberg	34 Star Island Miami Beach, Florida 33139
Marvin A. Kirsner	34 Star Island Miami Beach, Florida 33139
Steven A. Kirsner	34 Star Island Miami Beach, Florida 33139
Ronald M. Kirsner	34 Star Island Miami Beach, Florida 33139

4. The chairperson of the Board shall be elected by the Board of Directors.

#### ARTICLE X - OFFICERS

The officers of the CORPORATION shall be a president, vice president, secretary, treasurer, and such other officers as the BOARD may from time to time by resolution create. The officers shall be appointed by and serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

#### ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors or members in the manner provided by the BYLAWS.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority vote of the members.

ARTICLE XIII - DISSOLUTION

In the event of dissolution or final liquidation of the CORPORATION, the net assets, both real and personal, of the CORPORATION shall be distributed by the Board of Directors to one or more organizations described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code, each of which has been in existence and so described for a continuous period of at least sixty (60) months immediately preceding such distribution. Such an organization or organizations shall be devoted to purposes as nearly as practicable the same as those to which the CORPORATION is devoted. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations described in the preceding sentence, as said court shall determine.

ARTICLE XIV - INITIAL REGISTERED OFFICE  
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the CORPORATION shall be at Goldberg, Young & Gravenhorst, P.A., 1630 North Federal Highway, Fort Lauderdale, Florida 33305. The initial registered agent of the CORPORATION who shall be at that address is MARVIN A. KIRSNER.

WHEREFORE, pursuant to section 617.01211, Florida Statutes, the undersigned has executed these ARTICLES on this 5<sup>th</sup> day of December, 1996.

Hyman @ Kirsner  
HYMAN A. KIRSNER, Incorporator

Ida Kirsner  
IDA KIRSNER, Incorporator

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 1996, by HYMAN A. KIRSNER, who is personally known to me [or has produced \_\_\_\_\_ as identification].

Patricia A. Cote  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

Patricia A. Cote  
(Name of acknowledger, typed, printed or  
stamped)

(Title or rank (Serial number, if any)  
OFFICIAL NOTARY SEAL  
PATRICIA A COTE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC287728  
MY COMMISSION EXP. APR. 14, 1997

STATE OF FLORIDA )  
 )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 1996, by IDA KIRSNER, who is personally known to me [or has produced \_\_\_\_\_ as identification].

Patricia A. Cote  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

Patricia A. Cote  
(Name of acknowledger, typed, printed or  
stamped)

(Title or rank (Serial number, if any)  
OFFICIAL NOTARY SEAL  
PATRICIA A COTE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC287728  
MY COMMISSION EXP. APR. 14, 1997

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

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act.

FIRST -- That THE HYMAN A. AND IDA KIRSNER FAMILY FOUNDATION,  
INC. desiring to organize a not for profit corporation under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at City of Miami Beach,  
County of Dade, State of Florida, has named MARVIN A. KIRSNER as  
Registered Agent, who may be served at the registered office  
located at 1630 North Federal Highway, City of Fort Lauderdale,  
County of Broward, State of Florida, as its agent to accept service  
of process within this State.

ACKNOWLEDGMENT:

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

  
MARVIN A. KIRSNER

96 DEC 6 PM 12:00  
FBI  
STATE  
REGISTERED