

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N9800000007281

The Lynn and David
Russin Family Foundation,
cenc

300002723503--2
-12/28/98--01083--007
*****78.75 *****78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED
98 DEC 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 29 1998
12:29 PM
12/29/98

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

12/28 12:29

**ARTICLES OF INCORPORATION
OF
THE LYNN AND DAVID RUSSIN FAMILY FOUNDATION, INC.**

FILED
98 DEC 28 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under the Florida Not For Profit Corporation Act, does hereby certify as follows:

FIRST: The name of the Corporation shall be The Lynn and David Russin Family Foundation, Inc. (hereinafter, the "Corporation").

SECOND: The street address of the initial registered office of the Corporation is 4200 Biscayne Boulevard, Miami, Florida 33137, in the county of Miami-Dade, State of Florida. The name of the incorporator and initial registered agent of the Corporation at said address is Stephen E. Rose. The principal business and mailing address of the Corporation is 4200 Biscayne Boulevard, Miami, Florida 33137.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Jewish Federation (referred to hereinafter as the "Federation") and its agencies. In addition, the Corporation may also from time to time make distributions to other entities qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). If the Federation ceases to be a "qualified organization" (a qualified organization is any organization described in Section 501(c)(3) and Sections 509(a)(1) or 509(a)(2) of the Code), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. Solely for the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including,

but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No Director or officer, however, shall be entitled to receive compensation for services rendered.

FIFTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: A. The Directors shall be such persons who from time to time meet the qualifications described in this Article SIXTH. Initially, there shall be nine (9) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. Five (5) of the Directors shall be appointed by the Board of Directors of the Federation and

shall be termed the "Federation Directors." The initial Federation Directors and their respective addresses are as follows:

	<u>Name</u>	<u>Address</u>
1.	Jacob Solomon	4200 Biscayne Boulevard Miami, Florida 33137
2.	Stephen E. Rose	4200 Biscayne Boulevard Miami, Florida 33137
3.	Rabbi Gary Glickstein	Temple Beth Sholom 4144 Chase Avenue Miami Beach, Florida 33140
4.	Sara Adler	5 th Floor 1400 N. W. 107 th Avenue Miami, Florida 33172
5.	Daniel Cohen, M. D.	4302 Alton Road Suite 115 Miami Beach, Florida 33140

B. The other four (4) Directors shall be termed the "Family Directors." Each of the Family Directors must be a lineal descendant of Lynn and David Russin, and must meet the requirements of Section D. of this Article SIXTH. The initial Family Directors and their respective addresses are as follows:

	<u>Name</u>	<u>Address</u>
1.	Lynn Russin	715 West 49 th Street Miami Beach, Florida 33140
2.	Elizabeth Turner	225 Central Park West Apt. 805 New York, New York 10024
3.	Peter Russin	200 South Biscayne Boulevard Suite 2420 Miami, Florida 33131

4. Julie Bercow

590 Lake View Drive
Miami Beach, Florida 33140

C. The manner in which subsequent Directors are to be elected will be regulated by the Bylaws of the Corporation.

D. No person shall be qualified to serve as a Family Director unless he or she is Jewish. The term "Jewish" shall mean a person who was either (i) born of a woman who is Jewish or (ii) converted to Judaism by a Bet Din. The term "Jewish" shall also encompass in its meaning a person who lives a committed Jewish life, which shall be defined as a person: (i) whose home reflects Jewish tradition, (ii) who was a Bar Mitzvah or Bat Mitzvah, (iii) who identifies himself or herself exclusively as a Jew, (iv) who after attaining the age of 21 years, becomes a member of a Synagogue associated with a recognized Jewish movement, (v) who has had either a formal Jewish day school education or a Synagogue-sponsored Jewish education, or (vi) who actually participates in a communal Jewish life. If the Board is not certain whether someone meets these qualifications, the Board shall convene a Bet Din, whose determination shall be binding with respect to such matter. If no one is qualified and willing to serve as a Family Director, then the Corporation shall be dissolved, and the then remaining assets of the Corporation shall be distributed to the Federation. If the Federation is not then in existence or is not a qualified tax-exempt organization, then the remaining assets of the Corporation shall be distributed, in such percentages as determined in the discretion of the Directors, to one or more organizations which are qualified for tax-exempt status pursuant to §501(c)(3) of the Code, and the primary purpose of which is to help and assist Jewish persons or causes.

SEVENTH: The affirmative vote of two-thirds (2/3) of the total Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation; or,
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or,
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

EIGHTH: Except as provided in Article SEVENTH, the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Federation, provided that the Federation is then a qualified organization. If the Federation is not a qualified organization, then the assets of the Corporation shall be distributed in such manner as the Corporation's Directors shall determine, but the assets shall be distributed only to qualified organizations. If the Directors cannot agree upon a qualified organization, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, this
22 day of Dec, 1998.

**THE LYNN AND DAVID RUSSIN
FAMILY FOUNDATION, INC. a**
Florida not for profit organization

By 
Stephen E. Rose, Incorporator

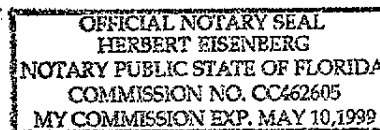
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of
December, 1998 by Stephen E. Rose. He is personally known to me or has produced
_____ as identification.


(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.

My commission expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Stephen E. Rose, Registered Agent

Dec 22, 1998

Date:

FILED
98 DEC 28 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA