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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

**CORPORATION(S) NAME**

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-07/15/99--01055--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Levan Family Foundation, Inc

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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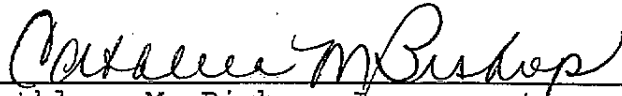
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ARTICLES OF INCORPORATION  
OF  
LEVAN FAMILY FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION

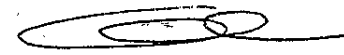
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TALLAHASSEE, FLORIDA

- FIRST: THE NAME OF THE CORPORATION IS:  
Levan Family Foundation, Inc.
- SECOND: THE PURPOSE(S) FOR WHICH THE CORPORATION IS ORGANIZED  
IS:  
See Attachment A
- THIRD: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING  
ADDRESS OF THE CORPORATION IS:  
1750 E. Sunrise Blvd., Ft. Lauderdale, Florida 33304
- FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF  
THE CORPORATION IS:  
1750 E. Sunrise Blvd., Ft. Lauderdale, Florida 33304  
AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH  
ADDRESS IS:  
Alan B. Levan
- FIFTH: THIS CORPORATION IS ORGANIZED UNDER A NON-STOCK BASIS.
- SIXTH: THE METHOD OF ELECTION OF DIRECTORS IS STATED IN THE  
BYLAWS.
- SEVENTH: THE NAME AND ADDRESS OF THE SOLE INCORPORATOR IS:  
Cathleen M. Bishop  
Two North LaSalle Street, Suite 2200  
Chicago, Illinois 60602

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION  
THIS 3<sup>rd</sup> DAY OF JUNE, 1999.

By:   
Cathleen M. Bishop, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By:   
Alan B. Levan

Dated: June 3, 1999.

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ATTACHMENT A

2. The purposes for which the corporation is organized are:

To receive or maintain a fund or funds and to administer and apply the income and principal thereof solely for religious, charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), or any successor provisions thereto.

Notwithstanding any other provisions of these Articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax laws. In general, the corporation shall be operated in such a manner so that the contributions made to it by individuals or other corporations shall qualify as deductions for charitable, scientific, literary and educational contributions under Section 170 of the Code and further that:

- (a) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder, member or individual, and that no substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation or participating in political activities on behalf of a candidate for public office.
- (b) Gifts may be made to other corporations, trusts, or community chests, funds or foundations, or associations operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual having a personal or private interest in the activities of the corporation, and no substantial part of the activity of which corporation is the carrying on of propoganda or otherwise attempting to influence legislation or participating in political activities on behalf of a candidate for public office.

- (c) Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation to such corporation or corporations which are then qualified as exempt within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, (but only if the purposes and objectives of such corporation(s) are similar to the purposes and objectives of the corporation), or to the Federal government or to a State or local government, for a public purpose. Any such assets not disposed of shall be distributed by a court of the county in which the principal office of the Corporation is then located to another corporation, to be used in such manner as in the judgment of such Court will best accomplish the general purposes for which the corporation was organized.
- (d) In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.