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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION : *Patricia Pizito*

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ORDER DATE : August 16, 1999

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CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
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DOMESTIC FILING

NAME: EMILY DORFMAN CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

PH 8/16/99

RECEIVED
99 AUG 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMILY DORFMAN CHARITABLE FOUNDATION, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be EMILY DORFMAN CHARITABLE FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 6088 Royal Birkdale Drive, Lake Worth, FL 33463.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 6088 Royal Birkdale Drive, Lake Worth, FL 33463, and the name of the initial registered agent of this Corporation located at such address is Andrea Dorfman.

ARTICLE VII

Board of Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

| | |
|-----------------|---|
| Andrea Dorfman | 6088 Royal Birkdale Drive Lake Worth, FL 33463 |
| Philip Dorfman | 6088 Royal Birkdale Drive Lake Worth, FL 33463 |
| Joseph Monastra | 6305 Country Fair Circle Boynton Beach, FL 33437 |
| Cora Monastra | 6305 Country Fair Circle Boynton Beach, FL 33437 |

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XII

Incorporator

The name and address of the incorporator of this Corporation is: Andrea Dorfman, 6088 Royal Birkdale Drive, Lake Worth, FL 33463.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation, this 13th day of August, 1999.

x Andrea Dorfman
Andrea Dorfman, Incorporator

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT EMILY DORFMAN CHARITABLE FOUNDATION, INC. DESIRING TO
ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT
6088 ROYAL BIRKDALE DRIVE, LAKE WORTH, FL 33463 HAS NAMED ANDREA
DORFMAN LOCATED AT 6088 ROYAL BIRKDALE DRIVE, LAKE WORTH, FL
33463, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
CORPORATION WITHIN THE STATE OF FLORIDA.


ANDREA DORFMAN, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the
place designated in this Certificate, I hereby accept the responsibility to act in this capacity,
and agree to comply with the provisions of Florida Statutes relative to keeping open said office
and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 13th day of August, 1999.

By:


Andrea Dorfman, Registered Agent