

N 99000005077



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 349088 7110194

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 78.75

FILED

99 AUG 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 20, 1999

ORDER TIME : 1:46 PM

ORDER NO. : 349088-005

CUSTOMER NO: 7110194

200002965922--2

CUSTOMER: Mr. Herbert Eisenberg
FOUNDATION OF JEWISH
FOUNDATION OF JEWISH
4200 Biscayne Boulevard

Miami, FL 33137

DOMESTIC FILING

NAME: PERLMAN FAMILY SUPPORTING
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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 8/25/99
W 99 15 108

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 20 PM 2:24

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 23, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: PERLMAN FAMILY SUPPORTING FOUNDATION, INC.
Ref. Number: W99000019408

We have received your document for PERLMAN FAMILY SUPPORTING FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00042130

RECEIVED
92 AUG 24 PM 1:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF
Perlman Family Supporting Foundation, Inc.
A Florida Not for Profit Corporation

FILED
99 AUG 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation shall be the Perlman Family Supporting Foundation, Inc. (hereinafter the "Corporation").

SECOND: The initial registered office of the Corporation is 4200 Biscayne Boulevard, Miami, FL 33137, in the county of Miami-Dade, state of Florida, and its incorporator and initial registered agent at that address is Stephen E. Rose. The principal business address shall be the same.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) 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 (hereinafter the "Federation") and its agencies. In addition, it 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. 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 (a)(2) of the Internal Revenue Code of 1986, as amended (hereinafter 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.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Solely for the above 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 thereof. No Director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which 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 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: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. There shall initially be eleven (11) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. Six (6) 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:

Jacob Solomon	4200 Biscayne Boulevard Miami, FL 33137
Stephen E. Rose	4200 Biscayne Boulevard Miami, FL 33137
Morris Futernick	2 Grove Isle Drive, #1509 Coconut Grove, FL 33133
Nancy Lipoff	3 Grove Isle Drive, #1009 Coconut Grove, FL 33133
Robert Brin	13645 Deering Bay Drive, #114 Coral Gables, FL 33158
Michael Bittel	10100 S.W. 71 st Avenue Miami, FL 33156

The other five (5) Directors shall be appointed by David and Rita Perlman and shall be termed the "FAMILY Directors". The initial Family Directors and their respective addresses are:

David Perlman	6024 Paradise Point Drive Miami, FL 33157
Rita Perlman	6024 Paradise Point Drive Miami, FL 33157
Wendy Jane Perlman	111 Birds Hill Avenue Needham, Mass. 02492
Jonathan Evan Perlman	6701 S.W. 130 th Terrace Pinecrest, FL 33156
Andrew Dennis Perlman	1631 East Broward Boulevard Ft. Lauderdale, FL 3301

Any Federation Director may, at any time, be removed with or without cause by the Board of Directors of the Federation. A vacancy among the Federation Directors may be filled temporarily, by the remaining Federation Directors, and permanently appointed by the Board of Directors of the Federation. A vacancy among the "FAMILY Directors" shall be filled by appointment in a timely manner by the remaining family Directors. The six (6) Foundation Directors may at any time agree to increase or decrease the total number of Directors (up to fifteen (15) provided that: (a) a majority of the Federation and Family Directors approve the change; and, (b) there remains at least one more member of the Federation Directors than of the Family Directors.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (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: There will not be any members of the Corporation.

TENTH: Upon the dissolution of the Corporation, the Directors shall distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, ("purposes"). Any such assets not so distributed shall be distributed by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami,
Florida, this 18th day of August, 1999.

Perlman Family Supporting Foundation, Inc.

A Florida Not for Profit Organization

By: [Signature]

Attest: Herbert Eisenberg

STATE OF FLORIDA)
)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above taking acknowledgements, personally appeared, as Incorporator, who stated that he is the incorporator, of the corporation named in the foregoing instrument and that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in Miami-Dade County, Florida this 18th
day of August, 1999.

Herbert Eisenberg
NOTARY PUBLIC
State of Florida at Large



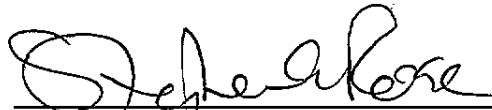
FILED

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

89 AUG 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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

Date: August 18, 1999