



THE UNITED STATES
CORPORATION
COMPANY

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99 MAY 12 AM 9:24

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

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ORDER DATE : May 12, 1999

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ORDER NO. : 237716-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
BREIER AND SEIF, P.A.
BREIER AND SEIF, P.A.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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DOMESTIC FILING

NAME: HOWARD AND SHARON SOCOL
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: Christine Lillich

EXAMINER'S INITIALS:

PH 5/13/99 ✓

RECEIVED
99 MAY 12 PM 3:10

ARTICLES OF INCORPORATION
OF
HOWARD AND SHARON SOCOL FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

HOWARD AND SHARON SOCOL FOUNDATION, INC.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(a) The specific, primary and sole purposes for which this corporation is formed are to operate for charitable purposes, by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Notwithstanding any other provisions of these Articles, this corporation will 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 the corresponding provision of any future United States Internal Revenue Code 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 Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

The corporation shall have a membership distinct from the board of trustees. There shall be three members of the corporation, and they shall consist of the trustees of the foundation.

Only the trustees of the foundation shall qualify as a member of the foundation. A majority vote of the trustees shall determine the manner of admission of members. When a trustee leaves the foundation for any reason, the remaining trustees by majority vote shall elect a successor trustee and such successor trustee shall qualify for membership in the corporation.

ARTICLE VI - SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follows:

ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral
Gables, Florida 33134

ARTICLE VII - LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The principal office for the transaction of the business of this corporation is located at 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

(b) The name and address of this corporation's registered agent is ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134 . This shall also be the corporation's registered office.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be four (4); provided, however, that such number may be changed by a by-law duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on May 14, 1999, at three o'clock p.m., at 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of

trustees and until the qualification of the successors in office. Annual meetings shall be held at three o'clock p.m. on the first Tuesday in April of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorizes the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

HOWARD SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida
33134

SHARON G. SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables,
Florida 33134

RACHELLE SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables,
Florida 33134

CAREY SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables,
Florida 33134

(b) Corporate Officers. The board of trustees shall elect the following officers:

President, Treasurer and Secretary, and such other officers as the By-Laws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

HOWARD SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables,
Florida 33134, Chairman of the Board

SHARON G. SOCOL, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables,
Florida 33134, President

ARTICLE IX - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the board of trustees, adopted by a majority.

ARTICLE X - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI - DISTRIBUTION OF ASSETS

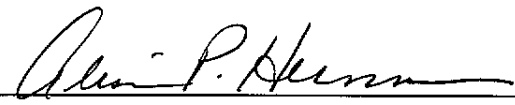
Upon the dissolution or winding up of this corporation, its assets remaining after

payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

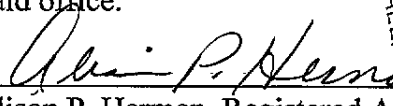
ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

I, the undersigned, being the sole Incorporator of this corporation, and including the person herein named as the subscriber of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on May / / , 1999.


ALISON P. HERMAN, Incorporator and Subscriber

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

By: 
Alison P. Herman, Registered Agent

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