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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PFGI, LLC

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Corporate Filing Menu **G. MCLEOD**

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**ARTICLES OF ORGANIZATION
OF
PFGI, LLC**

Article I - Name

The name of the Limited Liability Company is: PFGI, LLC (the "Company").

Article II - Mailing and Street Address

The mailing address and street address of the principal office of the Company is 751 Park of Commerce Drive, Suite 128, Boca Raton, Florida 33487.

Article III - Registered Agent

The name and the Florida street address of the Company's registered agent are SHELLY PECHTER HIMMELRICH, 751 Park of Commerce Drive, Suite 128, Boca Raton, Florida 33487.

Article IV - Management

The management of the Company shall be vested in its sole member, PECHTER FAMILY FOUNDATION, a Maryland charitable trust created u/a/d January 3, 2005 ("PFF").

Article V - Purposes

The purposes for which the Company is formed are:

(A) The Company is organized and shall operate exclusively for the benefit of PFF and solely to further the charitable and tax-exempt purposes of PFF within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any succeeding law (the "Code"). In furtherance of such purposes, the Company may exercise such powers which are now or which hereafter may be conferred by law upon a limited liability company and necessary or incidental or conducive to the purposes of the Company; provided, however, that the Company shall only exercise powers which are in furtherance of PFF's exempt purposes.

(B) No part of the income or earnings of the Company shall inure to the benefit of, or be distributed to, any director, officer, manager or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code section 501(c)(3). Reimbursement for expenditures or the payment of reasonable compensation for services shall not be deemed to be a distribution of income or earnings.

MITCHELL D. SCHIEPPS, ESQ.
Gunster Yoakley & Stewart, P.A.
777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401
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Florida Bar No.: 0979139

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(C) No part of the activities of the Company shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.

(D) In the event of the complete or partial liquidation or dissolution of the Company, whether voluntary or involuntary, no director, officer or manager of the Company or any other private individual shall be entitled to any distribution or division of the Company's proceeds and the balance of all money and other property received by the Company from any source, after the payment of all debts and obligations of the Company, shall be distributed to PFF or, if such organization is not in existence or an organization described in Code section 501(c)(3), such property shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3).

(E) Notwithstanding any other provision of these Articles to the contrary, the Company shall not carry on any activities or exercise any power or authority not permitted to be carried or exercised (1) by an organization exempt from federal income tax under Code section 501(c)(3) or (2) by an organization contributions to which are deductible under Code sections 170(c), 2055 or 2522.

(F) The Company shall not make any election to be classified as an association pursuant to 26 C.F.R. 301.7701 or take any action which would cause the Company not to be classified as an entity disregarded from its owner pursuant to such regulations.

(G) No member, manager, officer or employee of the Company shall take any action which is inconsistent with the provisions of these Articles and any such action shall be null and void *ab initio* and of no force or effect.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 22 day of July, 2009.

PECHTER FAMILY FOUNDATION, a Maryland charitable trust created u/a/d January 3, 2005, Sole Member

By: Mitchell D. Schepps
Shelly Pechter Himmelfrich, President
By Mitchell D. Schepps, Authorized Representative

MITCHELL D. SCHEPPS, ESQ.
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, SHELLY PECHTER HIMMELRICH, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. SHELLY PECHTER HIMMELRICH further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608 of the Florida Statutes.



SHELLY PECHTER HIMMELRICH, Registered Agent
By Mitchell D. Schepps, Attorney-in-Fact

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