

**CAPITAL CONNECTION, INC.**

417 E. ... Street, Suite 1 • Tallahassee, Florida 32302  
(850) ... 570 • 1-800-342-8062 • Fax (850) 222-1222

**N000000000101**

*Bauer Bisgeier Foundation,  
Inc.*

400003089794--2  
-01/06/00--01006--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File Cert.
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

RECEIVED  
00 JAN -5 PM 4:37  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JAN -5 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*BB  
0-1-00  
3*

Signature \_\_\_\_\_

Requested by: LM 1-5 2:53pm  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of incorporation:

ARTICLE I. NAME

The name of the corporation shall be: BAUER BISGEIER FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 3600 Yacht Club Drive, Apt. 802, Tower 2, Aventura, FL 33180.

ARTICLE III. PURPOSE(S)

The specific purpose for which the corporation is organized is to be a private foundation organized exclusively to benefit exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By-Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is: ERIC W. SULZBERGER, 1090 Kane Concourse, Suite 201, Bay Harbor Islands, Florida 33154.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

MILLICENT BAUER  
3600 Yacht Club Drive, Apt. 802  
Tower 2  
Aventura, FL 33180

FILED  
00 JAN -5 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

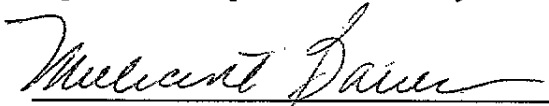
ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- a. The Corporation is organized exclusively for charitable, religious, educational and scientific 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, or corresponding section of any future federal tax code [Code].
- b. No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

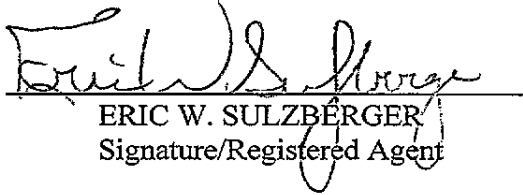


MILLCENT BAUER  
Signature/Incorporator

January 3, 2000

Date

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.



ERIC W. SULZBERGER  
Signature/Registered Agent

January 3, 2000

Date

00 JAN -5 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED