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00 JAN 10 AM 8:06
TALLAHASSEE FL 32314

Barry J. Silverman, M.D.
Foundation Chair
Norman S. Jaffe, M.D.
Immediate Past Chair
Sanford B. Miot
Executive Committee Chair

January 5, 2000

COMMITTEE CHAIRS

Donna R. Blaustein
Professional Advisory (PAC)
Charles B. Ganz
Business Development
Ellie Ganz
Golden Care Foundation
Alfred Golden
Golden Givers
Barbara Black Goldfarb
Heritage Society
Norma Kipnis Wilson
Lion of Judah Endowment
Louis Wolfson, III
Investment

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of Jewish Museum of Florida Foundation, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation of the above-referenced corporation. Also, enclosed is a check in the amount of \$78.75 for the filing fee, registered agent fee, and for a certified copy of the filed Articles of Incorporation.

Please return the Certificate to the undersigned by United States Mail delivery.

Sincerely,

Herbert Eisenberg
Director of Administration

HE:jcw
Enclosures

FOUNDATION PROFESSIONAL STAFF

Stephen E. Rose
Associate Executive
Vice President, GMJF
Eileen Barak
Director of Golden Care
Herbert Eisenberg
Director of Administration
Laurence Glazer, Esq.
Director of Planned Giving
Jill A. Schwartz
Director, Professional
Advisory Committee
Judith G. Nemeth
Resource Development Officer
Robert A. Seltzer, Esq.
Foundation Director



GREATER MIAMI JEWISH FEDERATION

Michael Scheck
President
Jacob Solomon
Executive Vice President
Myron J. "Mike" Brodie
Executive Vice President
Emeritus

Light The
Flame
That Burns
Forever

S. Thompson JAN 19 2000

**ARTICLES OF INCORPORATION OF
JEWISH MUSEUM OF FLORIDA FOUNDATION, INC.**

A Florida corporation not for profit

The undersigned, acting as incorporator of the Jewish Museum of Florida Foundation, Inc. under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

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ARTICLE I

NAME

The name of the corporation is the Jewish Museum of Florida Foundation, Inc. (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATOR

The name and street address of the incorporator is as follows:

Stephen E. Rose
4200 Biscayne Boulevard
Miami, FL 33137

ARTICLE IV

PURPOSE

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes, within the meaning of Sections 501 (c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code.

(b) Included among the charitable, educational and religious purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

(1) To conduct or support activities exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Qualified Organizations specified herein. Greater Miami Jewish Federation, Inc., or its successor (the "Federation" and the Jewish Museum of Florida, Inc. or its successor (the "Museum") are specified as the Qualified Organizations. An organization is a Qualified Organization for purposes of these Articles only if it is described in Section 501 (c)(3), and Section 509(a)(1) or (a)(2) of the Code. If the Federation ceases to be a Qualified Organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the Museum or such Qualified Organization or organizations which are organized and operated for purposes similar to those of the Museum or the Federation, as the Board of Directors of the Corporation shall determine. If the Museum ceases to be a Qualified Organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, a qualified Jewish organization described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(2) To make distributions exclusively and for the benefit of or to carry out the charitable, educational and religious purposes of the Qualified Organizations in such amounts and proportions as determined by the Board of Directors of the Corporation, so long as the Qualified Organizations and all distributee organizations are organized, and at all times operated, as organizations described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(3) To receive from any other person, firm or corporation by gift, bequest or otherwise property which is dedicated to the support or benefit of the Qualified Organizations or for activities or programs which support or benefit the Qualified Organizations; to own, manage, hold, invest and reinvest all such property; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the Qualified Organizations; and to observe and faithfully carry out in the expenditure or other use of the principal and income for such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

(c) It is intended that the 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. 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 distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the 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 Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the Museum or if the Museum, or its successor, is not then in existence or is not a Qualified Organization, as defined in Article IV(b)(1) hereof, the Corporation shall distribute its assets in accordance with the direction of the last Board of Directors of the Corporation to a qualified Jewish organization described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code; or if such Board of Directors fails to act or is unable to act, the Corporation's assets shall be distributed to the Greater Miami Jewish Federation, Inc. a non-profit corporation existing under the laws of Florida, 4200 Biscayne Boulevard, Miami, Florida, 33137, if such organization is in existence at such time and qualifies as an exempt organization under Section 501(c)(3), or if such organization is not then in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to such Qualified Organization or organizations which are organized and operated exclusively for charitable, educational or religious purposes similar to the Museum and shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and is described in Section 509(a) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively to a Jewish Museum or Museums established throughout the United States in such proportion as the last Board of Directors decides or if there is no Board of Directors, as the Circuit Court decides.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be five (5). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

Marcia Zerivitz
Ziff Jewish Museum of Florida
301 Washington Avenue
Miami Beach, FL 33139-6965

Norman Levine
Sheldon, Ribotsky & Levine
11401 Biscayne Boulevard
Miami, FL 33181

Barton Goldberg, President
Colonial Bank
301 41st Street
Miami Beach, FL 33140

Jacob Solomon
Greater Miami Jewish Federation
4200 Biscayne Boulevard
Miami, FL 33137

Norman M. Giller
Giller & Giller
975 41st Street, Suite 401
Miami Beach, FL 33140

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even through not specifically provided for herein.

ARTICLE IX

MEMBERSHIP

The members of the Corporation shall be divided into two classes: The Federation Member and the Museum Member. The respective rights of each class of member shall be set forth in the Bylaws of the Corporation. The Board of Directors of the Corporation shall also be divided into two classes: The Federation Class and the Museum Class. The method of electing each class of directors shall be set forth in the Bylaws of the Corporation.

ARTICLE X

BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

