

Division of Corporations

N000000006374

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000050773 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 761-2910
Fax Number : (954) 764-4996

FLORIDA NON-PROFIT CORPORATION

The WJ Private Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

FILED
00 SEP 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H00000050773

FILED
00 SEP 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WJ PRIVATE FOUNDATION, INC.
(A Not For Profit Corporation)

The undersigned, acting as Incorporator of the THE WJ PRIVATE FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be the THE WJ PRIVATE FOUNDATION, INC. The initial principal office and mailing address shall be 4200 NE 31st Avenue, Lighthouse Point, Florida 33064.

ARTICLE II

PURPOSE

The purpose of the Corporation is to make grants to various public organizations that provide services to the general public and that promote the general welfare and public good, all such charitable contributions shall be granted to entities or organizations described in Section 501(c)(3) of the Internal Revenue Code, or to other entities or individuals as may be permitted by the Internal Revenue Code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its

Jeffrey A. Baskies, Esq.
FL Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FTL:713594:1
FA#: H00000050773

FA#: H00000050773

purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or any members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

D. If the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then:

1. The Corporation will distribute a sufficient amount for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Jeffrey A. Baskies, Esq.
FL Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FTL:713594:1
FA#: H00000050773

FA#:H00000050773

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the officers or directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, as are exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATOR

The name of the Incorporator of this Corporation is HENRY J. WUJACK, and the address of said Incorporator is 4200 NE 31st Avenue, Lighthouse Point, Florida 33064.

Jeffrey A. Baskies, Esq.
FL Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FA#:H00000050773

- FA#: H00000050773

ARTICLE VIIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors. Initially, PAUL WUJACK shall serve as President, Secretary and Treasurer for the Corporation.

ARTICLE IXBOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article. Members of the Board of Directors shall be elected in the manner and having such terms as shall be set forth in the By-Laws.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY J. WUJACK	4200 NE 31st Avenue Lighthouse Point, Florida 33064
VIRGINIA LEE WUJACK	4200 NE 31st Avenue Lighthouse Point, Florida 33064
PAUL WUJACK	c/o HENRY J. WUJACK 4200 NE 31st Avenue Lighthouse Point, Florida 33064

Jeffrey A. Baskies, Esq.
FL Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FA#: H00000050773

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3).

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors pursuant to the By-Laws.

ARTICLE X

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE XI

INTERNAL REVENUE CODE

All references herein to the "Internal Revenue Code" shall refer to the Internal Revenue Code of 1986, as amended, and the relevant Treasury Regulations thereunder, as they now exist or as they may hereafter be amended, or any corresponding provisions of any later federal tax laws.

Jeffrey A. Baskies, Esq.
FL Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FA#: H00000050773

FA#: H00000050773

ARTICLE XII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4200 NE 31st Avenue, Lighthouse Point, Florida 33064 and the name of the registered agent of the Corporation at that address is HENRY J. WUJACK.

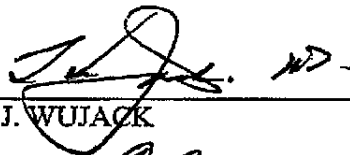
IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 20 day of September, 2000.


HENRY J. WUJACK, Incorporator

FA#: H00000050773

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



HENRY J. WUJACK
Dated: 9.20, 2000

FILED
00 SEP 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey A. Baskies, Esq.
Fl Bar No. 0897884
Ruden, McClosky, et al.
Post Office Box 1900
Fort Lauderdale, FL 33301
(954) 764-6660

FA#: H00000050773