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September 29, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/04/00--01087--002
*****78.75 *****78.75

Re: **The Goldstein Family Foundation**

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for the above-listed not-for-profit corporation and returned a certified copy of them to me in the enclosed self-addressed stamped envelope. I have enclosed a check for \$78.75 to cover filing and certified copy fees.

If you have any questions, please call me at (212) 421-7633 x307. Thank you for your consideration and prompt attention to this matter.

Sincerely yours,

Evan S. Cowit
Evan S. Cowit

FILED
00 OCT -4 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE GOLDSTEIN FAMILY FOUNDATION, INC.

FILED
00 OCT -4 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Law, hereby adopts the following Articles of Incorporation:

ARTICLE I **NAME**

The name of the corporation shall be THE GOLDSTEIN FAMILY FOUNDATION, INC.

ARTICLE II **PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 10479 Stonebridge Boulevard, Boca Raton, Florida 33498.

ARTICLE III **PURPOSE(S)**

The specific purpose(s) for which the corporation is organized are as follows:

(a) The corporation is organized and operated exclusively for religious, charitable, scientific, literary and educational purposes. The foundation, among its activities, intends to make donations to civic, arts and religious organizations for educational and operational expenses. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in, nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) Subject always to the provisions of Paragraph (a) of this Article, to promote in the United States religious, charitable, scientific, literary or educational work, and, without limiting the generality of the foregoing, in the absolute discretion of the Board of Directors, to make donations, gifts, contributions and loans without interest out of its annual net income or assets or both (without any limit as to the amount going to any one recipient, or in the aggregate to all recipients), to or for the use of any and all corporations, organizations, foundations, institutions, in the United States, any state, territory, or political subdivision thereof.

(c) In the event that any members or any non-members (whether an individual, firm, corporation

or other organization) by last will and testament, deed or other writing, shall give to the Corporation funds, securities or other properties and therein shall designate one or more limited purposes (within the scope of the general provisions stated in Paragraphs (a) and (b) of this Article) to which the whole or a portion of the principal or income or both of such gift is to be applied by the Corporation, or shall give certain directions regarding the Corporation, or otherwise shall curtail, as respects such gift only, the powers, authorities or discretions which, as regards the corporate property generally, are granted to and vested in the Board of Directors by the other provisions of this Certificate of Incorporation, in such event the Board of Directors of the Corporation in its discretion may accept such gift and upon such acceptance shall hold, administer and apply the funds, securities or other properties so given, notwithstanding any of the other provisions of this Certificate of Incorporation, strictly in accordance with the provisions of such last will and testament, deed or other writing. In no event and under no circumstances, however, shall the Board of Directors accept any such gift of undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income or both is to be applied and distributed, shall not be within the scope of the general purposes stated in Paragraphs (a) and (b) of this Article.

(d) Subject always to the provisions of Paragraph (a) of this Article, to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real or personal property of every kind and description, wheresoever situated and without limit as to amount, including without limiting the generality of the foregoing the following: money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities, including the stocks, bonds, debentures or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the Corporation to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same at pleasure; to borrow money of any person, firm or corporation and to issue notes or obligations of the Corporation from time to time for any of the objects or purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation without limit as to amount; and to have one or more officers to carry on all or any of the operations and the exercise of any of the powers of the Corporation.

(e) Subject always to the provisions of Paragraph (a) of this Article, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through the agency or other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or thing, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida.

(f) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under the Florida Not-for-Profit Corporation Act.

(g) In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, in the exercise of its absolute and uncontrolled discretion, any and all donations, gifts, contributions and loans which the Corporation may make pursuant to these Articles of Incorporation in such amounts and manner and through such agencies as may be provided in the Bylaws of the Corporation or as may be provided in such resolution or resolutions as may be passed from time to time by a majority of the whole membership of the Board of Directors, and without responsibility or accountability to the members of the Corporation for any such donations, gifts and/or contributions in any respect whatever, subject nevertheless to the provisions of the laws of the State of Florida and these Articles of Incorporation.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The initial directors of the corporation shall be appointed by the incorporator, and shall serve until the first annual meeting of the corporation, at which time the members and officers of the corporation shall elect a new Board of Directors. The directors so chosen shall serve for a term of four (4) years.

Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The president of the organization by virtue of the office shall be chairperson of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization for this hearing.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: SHELDON S. GOLDSTEIN, 10479 Stonebridge Boulevard, Boca Raton, Florida 33498

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are SHELDON S. GOLDSTEIN, 10479 Stonebridge Boulevard, Boca Raton, Florida 33498

ARTICLE VII CORPORATION INTENDED TO BE "PRIVATE FOUNDATION"

The Corporation is intended to be a "private foundation" as defined in Section 509 of the United States Internal Revenue Code of 1986, as amended, (hereinafter "the Code") and as such the Corporation:

- (a) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (b) shall not engage in any act or self-dealing which is subject to tax under Section 4941 of the Code;
- (c) shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;
- (d) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

ARTICLE VIII **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Supreme Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



 SHELDON S. GOLDSTEIN, Incorporator

Dated: 9/28/00

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.



 SHELDON S. GOLDSTEIN, Registered Agent

Dated: 9/28/00

FILED
 OCT-4 AM 11:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA