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Fax Number : (850) 922-4001

From: LIANA LIMA TOMMASI
Account Name : HOLLAND & KNIGHT OF MIAMI
Account Number : 072203000603
Phone : (305) 374-8500
Fax Number : ~~(305) 733-7799~~
(305) 329-2314

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FLORIDA NON-PROFIT CORPORATION

The Katzenstein Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE KATZENSTEIN FOUNDATION, INC.**

The undersigned, acting as the incorporator of The Katzenstein Foundation, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), submits the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation (the "Corporation") shall be:

THE KATZENSTEIN FOUNDATION, INC.

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be:

9 Island Avenue
No. 1501
Miami Beach, Florida 33139

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

THESE ARTICLES OF INCORPORATION WERE PREPARED BY:
Kenneth D. Kossow, Esq., Florida Bar No. 0012203
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131
PH: (305) 374-8500/FAX: (305) 789-7799

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FAX AUDIT NO. H00000053436 2

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of such purposes, the Corporation shall be authorized:

A. To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities;

B. To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;

C. To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws;

D. To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons;

E. To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

F. To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine;

FAX AUDIT NO. H00000053436 2

G. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership;

H. To contract and be contracted with, and to sue and be sued;

I. To adopt and use a corporation seal; and

J. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE V

MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws.

The names and addresses of the initial directors are as follows:

Thea Katzenstein
9 Island Avenue
No. 1501
Miami Beach, Florida 33139

FAX AUDIT NO. H00000053436 2

Ranee K. Katzenstein
16425 Agron Street
Pacific Palisades, California 90272

Leo K. Katzenstein
20 Notre Dame Drive
Naperville, Illinois 60540

The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

ARTICLE VII

LIMITATION ON CORPORATE POWERS

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including the directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

B. 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 permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FAX AUDIT NO. H00000053436 2

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Code, the Corporation:

- A. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- C. Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- D. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- E. Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Code as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. 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, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX

AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

FAX AUDIT NO. H00000053436 2

ARTICLE X

REGISTERED AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The name of the initial registered agent of the corporation at that address, who is authorized to receive service of process, is Intrastate Registered Agent Corporation.

ARTICLE XI

INCORPORATOR

The name and street address of the incorporator are Kenneth D. Kossow, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 6 day of October, 2000.



Kenneth D. Kossow, Incorporator

FAX AUDIT NO. H00000053436 2

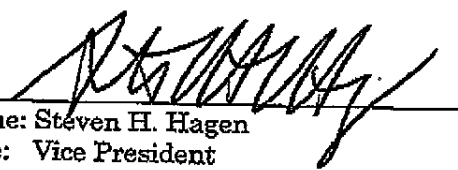
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WITNESSETH: That The Katzenstein Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above-referenced corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this ____ day of October, 2000.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

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FAX AUDIT NO. H00000053436 2