

Document Number On

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Caret Inc.
Caret Fund Inc.

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| <input checked="" type="checkbox"/> Profit Articles | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Name
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LAURA EARNEST

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 2000

CT CORPORATION SYSTEM
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

SUBJECT: CARET INC.
Ref. Number: W00000023434

Caret Fund Inc.

We have received your document for CARET INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 700A00050688

** Please backdate filing to:
September 26th.*

Thanks!

**ARTICLES OF INCORPORATION
OF
CARET FUND INC.
(a Florida Not For Profit Corporation)**

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

- FIRST: The name of the corporation is CARET FUND INC. (the "Corporation").
- SECOND: The street address of the initial principal office of the Corporation is 3665 North Bayhomes Drive, Miami, FL 33133.
- THIRD: The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code (the "Code").
- FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
David Gershman	c/o CARET FUND INC. 3665 North Bayhomes Drive Miami, FL 33133
Joseph Lerner	155 Pine Hill Road Hollis, NH 03049
Arnold Lerner	155 Pine Hill Road Hollis, NH 03049

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TALLAHASSEE FLORIDA

- FIFTH: Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.
- SIXTH: The street address of the initial registered office of the Corporation is 3665 North Bayhomes Drive, Miami, FL 33133 and the name of its initial registered agent at such address is David Gershman.

SEVENTH: This Corporation has been formed under the Florida Not For Profit Corporation Act for the public purposes described above, and it shall be nonprofit and nonpartisan. Notwithstanding any other provision of these Articles, the Corporation shall not, except in an insubstantial degree, engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

EIGHTH: The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, any private person or individual, or any member, director or officer of this Corporation, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes. The Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

(i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

No 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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Articles Three and Seven hereof.

NINTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Articles Three and Seven hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Articles Three and Seven hereof as shall, at the time, qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code).

TENTH: The name and address of the sole incorporator is:

Isabella I. Wezdecki, Esq.
c/o Proskauer Rose LLP
1585 Broadway
New York NY 10036-8299

The undersigned has executed these Articles of Incorporation as of this 26th day of September, 2000.

By: 

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is CARET FUND INC.
2. The name and address of the registered agent and office is:

David Gershman
3665 North Bayhomes Drive
Miami, FL 33133

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
Name: David Gershman

Dated as of September 26, 2000

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