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ACCOUNT NO. : 072100000032

REFERENCE : 939037 4319764

AUTHORIZATION :

*Patricia Pizote*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 20 PM 1:07

ORDER DATE : December 20, 2000

ORDER TIME : 11:08 AM

ORDER NO. : 939037-015

CUSTOMER NO: 4319764

CUSTOMER: Marjorie E. Wolasky, Esq  
Marjorie E. Wolasky Attorney  
At Law  
Suite 300  
9400 South Dadeland Boulevard  
Miami, FL 33156

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DOMESTIC FILING

NAME: JIM AND KATHY BROWN FAMILY  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

22 DEC 20 02 02 00

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**JIM AND KATHY BROWN FAMILY FOUNDATION, INC.**  
**(A CORPORATION NOT FOR PROFIT)**

00 DEC 20 PM 1:07

The undersigned Incorporator, who is a citizen of the United States of America, signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation is **Jim and Kathy Brown Family Foundation, Inc.**

**ARTICLE II**  
**PURPOSES**

A. This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes but limited to such exempt purposes described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purpose. This corporation shall not operate for religious purposes; provided however, it may be used for charitable activities sponsored by religious organizations which are consistent with the purpose of this corporation. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means of, and incidental to, accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of every nature or description and wherever situated;
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitation as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes or bills of exchange in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property,

rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift: and

(5) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the power so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may hereafter amended from time to time.

D. No part of the net earnings, income or principal of this corporation shall inure to the benefit of or be distributed or distributable to any individual or to any of its Members, Officers, Trustees, Directors or other private person or entity in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 III MEMBERS

Members of this corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of twenty-one (21) or more years of age and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

### ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V PRIVATE FOUNDATION PROVISIONS

- 1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or the corresponding section of any future federal tax code.
- 2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code.
- 5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE VI DIRECTORS; MANNER OF ELECTION OR APPOINTMENT

The manner in which the Directors are elected or appointed is by vote as set forth in By-Laws.

This corporation shall have four (4) Directors, initially. The number of Directors may be increased

or diminished from time to time in accordance with the By-Laws, but shall never be less than three (3). The names and post office address of the members of the first Board of Directors who shall serve until their successors are elected are:

James F. Brown  
P.O. Box 561009, Miami, Florida 33156

Kathleen M. Brown  
P.O. Box 561009, Miami, Florida 33156

Gregory J. Brown  
P.O. Box 561009, Miami, Florida 33156

Christopher M. Brown  
P.O. Box 561009, Miami, Florida 33156

#### ARTICLE VII PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be c/o Law Offices of Marjorie E. Wolasky, 9400 S. Dadeland Blvd. Suite 300, Miami, Florida 33156. The mailing address of the corporation shall be P.O. Box 561009, Miami, Florida 33156.

#### ARTICLE VIII ADDRESS OF INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

James F. Brown, P.O. Box 561009, Miami, Florida 33156

#### ARTICLE IX NAME AND FLORIDA OFFICE OF REGISTERED AGENT

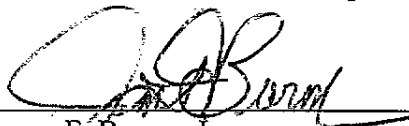
The name and Florida street address of this corporation's initial registered agent are:

Marjorie E. Wolasky, Esq.  
9400 South Dadeland Blvd, Suite 300, Miami, Florida 33156.

ARTICLE VIII  
BY-LAWS

The By-Laws of this corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded in another manner.

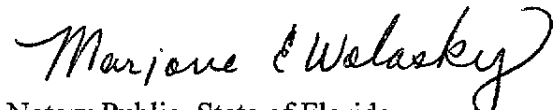
IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 19 day of December, 2000.

  
James F. Brown, Incorporator

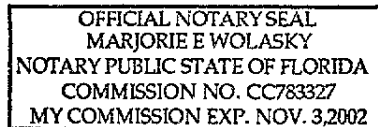
STATE OF FLORIDA                    }  
  } SS:  
COUNTY OF MIAMI-DADE        }

The foregoing Articles of Incorporation were subscribed, sworn to and acknowledged before me by the foregoing incorporator, James F. Brown, who is either personally known to me, or who produced his Florida Driver's License as identification on the 19 day of December, 2000.

My Commission Expires

  
Notary Public, State of Florida  
Print Name: Marjorie E. Wolasky

{ SEAL }



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING OFFICE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

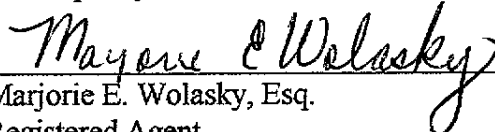
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Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

That **Jim and Kathy Brown Family Foundation, Inc.** desiring to organize under the laws of the State of Florida, with its principal office at c/o Law Offices of Marjorie E. Wolasky, 9400 S. Dadeland Blvd, Suite 300, Miami, Florida 33156 and mailing address of P.O. Box 561009, Miami, Florida 33156 has named Marjorie E. Wolasky, Esq., whose address is 9400 South Dadeland Boulevard, Suite 300, Miami, Florida 33156, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity.

  
Marjorie E. Wolasky, Esq.  
Registered Agent