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BALDOVIN, SARAGA & LIPSHY, P.A.
COUNSELORS AT LAW

PAUL A. BALDOVIN, JR.
BOARD CERTIFIED WILLS
TRUSTS AND ESTATES LAWYER

ROBERT S. SARAGA
ALSO ADMITTED IN NEW YORK

BRIAN LOUIS LIPSHY
ALSO ADMITTED IN WASH. D.C.

201 N.E. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444

(561) 330-0660
BOCA RATON (561) 361-0422
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E-MAIL: info@bsllaw.net

February 22, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200003768772--8
-02/26/01--01154--003
*****78.75 *****78.75

Re: JOSEPH & ESTELLE FINKEL FAMILY FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference not for profit corporation. Also enclosed is our check in the amount of \$78.75 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Very truly yours,


PAUL A. BALDOVIN, JR.

FILED
01 FEB 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAB/cal
Enclosures

cc: Joseph & Estelle Finkel

gfy/27

ARTICLES OF INCORPORATION
OF
JOSEPH & ESTELLE FINKEL FAMILY FOUNDATION, INC.
A Not For Profit Corporation

FILED
01 FEB 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is **JOSEPH & ESTELLE FINKEL FAMILY FOUNDATION, INC.** (the "Corporation").

ARTICLE II

Address

The street address and mailing address of this Corporation's principal office is as follows:

4910 Pineview Circle
Delray Beach, Florida 33445

ARTICLE III

Purposes and Limitations

Section 1. The Corporation is organized as a not for profit corporation exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("Code"). The Corporation, after deducting any proper charges and expenses, shall from time to time make distributions or expenditures of so much, including all, of the income and so much, including all, of the principal as its directors determine exclusively for such purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that transfers to the Corporation shall qualify for deduction under Sections 170, 2055 and 2522 of the Code and that the Corporation shall be exempt from Federal income tax as an organization described in Section 501(c)(3) of the Code. Accordingly, the provisions of these Articles of Incorporation shall be construed and the Corporation shall be administered in such manner as to assure the deductibility of transfers to the Corporation for Federal tax purposes and to assure its exemption from Federal income tax.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, employees or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this ARTICLE III. No substantial 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 distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this Agreement, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and:

- (i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as hereafter amended or supplemented.
- (ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as hereafter amended or supplemented.
- (iii) The Corporation shall not retain any holdings in a business enterprise for a period of time or in such manner as to subject it to tax under Section 4943(c) of the Code, as hereafter amended or supplemented.
- (iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, as hereafter amended or supplemented.
- (v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as hereafter amended or supplemented.

ARTICLE IV Election of Directors

The method of electing directors shall be included in the ByLaws of the Corporation.

ARTICLE V Membership

There will be no membership in the corporation.

ARTICLE VI
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VII
Initial Registered Office and Agent

Paul A. Baldovin, Jr., Esquire
Baldovin, Saraga & Lipshy, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

ARTICLE VIII
By-Laws

The By-Laws of this Corporation may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of the total members of the Board of Directors.

ARTICLE IX
Amendments

These Articles of Incorporation may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of the total members of the Board of Directors.

ARTICLE X
Negation of Pecuniary Gain

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article II.

ARTICLE XI
Dissolution

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to the Circuit Court of Palm Beach County, or any other court having jurisdiction over this Corporation and present a request to such court that such funds be distributed exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE XII

The names and address of the Incorporator of the Corporation is as follows:

NAME _____

ADDRESS

Joseph Finkel

4910 Pineview Circle
Delray Beach, Florida 33445

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of Feb, 2001.

INCORPORATOR

Joseph Finkel
Joseph Finkel

STATE OF FLORIDA

COUNTY OF PALM BEACH) SS
)

The foregoing instrument was acknowledged before me this 16 day of FEB, 2001 by Joseph Finkel who is personally known to me or who has produced N/A as identification.



Notary Public



Paul A. Baldovin, Jr.
MY COMMISSION # CC677520 EXPIRES
January 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, 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 JOSEPH & ESTELLE FINKEL FAMILY FOUNDATION, INC.


2. The name and address of the registered agent and office is:

Paul A. Baldovin, Jr., Esquire
Baldovin, Saraga & Lipshy, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

FILED
01 FEB 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

BALDOVIN, SARAGA & LIPSHY, P.A.



Paul A. Baldovin, Jr., Esquire

Dated: FEB 16, 2001

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BALDOVIN, SARAGA & LIPSHY, P.A.
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ARTICLE XII
Incorporator

The names and address of the Incorporator of the Corporation is as follows:

NAME

ADDRESS

Joseph Finkel

4910 Pineview Circle
Delray Beach, Florida 33445

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of FEB, 2001.

INCORPORATOR

Joseph Finkel
Joseph Finkel

STATE OF FLORIDA)

COUNTY OF PALM BEACH) SS
)

The foregoing instrument was acknowledged before me this 16 day of FEB, 2001
by Joseph Finkel who is personally known to me or who has produced N/A as
identification.

Paul A. Baldwin, Jr.
Notary Public



Paul A. Baldwin, Jr.
MY COMMISSION # CC677520 EXPIRES
January 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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REGISTERED AGENT/REGISTERED OFFICE

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BALDOVIN, SARAGA & LIPSHY, P.A.



Paul A. Baldovin, Jr., Esquire

Dated: FEB 16, 2001