

N01000002166

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FLORIDA NON-PROFIT CORPORATION

THE CROSBY FAMILY FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2001

EMPIRE

SUBJECT: THE CROSBY FAMILY FOUNDATION, INC.
REF: W01000006924

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ARTICLE VI SHOULD BE THREE DIRECTORS INITIALLY.

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ARTICLES OF INCORPORATION

OF

THE CROSBY FAMILY FOUNDATION, INC.

A NONPROFIT CORPORATION

FILED
01 MAR 28 PM 1:03
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

THE CROSBY FAMILY FOUNDATION, INC.

The principal place of business of this corporation shall be:

11 Quidnic Road, Newton, MA 02468

ARTICLE II.

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes herein above set forth.

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(b) All the assets and earnings shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
3. The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding

provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III.

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE IV.

The name and street address of the incorporator to these Articles of Incorporation is:

Craig Donoff, Esq.
6100 Glades Road, Suite 204
Boca Raton, Florida 33434

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the

Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year are:

Harvey Crosby - President
11 Quidnic Road
Newton, MA 02468

Tina B. Crosby - Treasurer
2175 S.W. 10th Court, #3
Delray Beach, FL 33445

Craig Donoff, Esq.
6100 Glades Rd., Suite 204
Boca Raton, FL 33434

ARTICLE VII.

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE VIII.

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

The street address of the initial registered office of this corporation shall be 6100 Glades Road, Suite 204, Boca Raton, Florida 33434, and the name of the initial registered agent of the corporation at that address is CRAIG DONOFF.

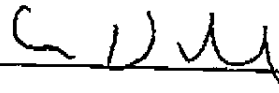
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9 day of March, 2001.

By Craig Donoff

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ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.



CRAIG DONOFF

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this
9 day of March, 2001, by CRAIG DONOFF, who is personally
known to me or who has produced _____ as identification and who did take an
oath.



NOTARY PUBLIC

My commission expires:



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