



NO1000006407

FILED

01 SEP 10 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 462844 4302355

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : September 7, 2001

ORDER TIME : 9:57 AM

ORDER NO. : 462844-005

CUSTOMER NO: 4302355

CUSTOMER: Ralph D. Mosley, Legal Asst
Blank Rome Tenzer Greenblatt
Llp
15th Floor
405 Lexington Avenue
New York, NY 10174

000004577540--0

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP 10 AM 10:26

NOT TO BE
TO ACHIEVE
SUFFICIENT
NAME

DOMESTIC FILING

NAME: FRANCES SONNENSCHNEIN BALD
& JOSEPH BALD FOUNDATION
INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS: *Ps 5/10/07*

FILED

01 SEP 10 AM 11:16

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

FRANCES SONNENSCHN EIN BALD & JOSEPH BALD FOUNDATION INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a not for profit corporation, pursuant to the provisions of the Florida Not For Profit Corporation Act.

1. The corporate name for the corporation is:

FRANCES SONNENSCHN EIN BALD & JOSEPH BALD FOUNDATION INC.

2. The principal place of business and the mailing address of the corporation is 4101 Pinetree Drive, Suite 825, Miami Beach, FL 33140.

3. The street address of the initial registered office of the corporation in the State of Florida is 4101 Pinetree Drive, Suite 825, Miami Beach, FL 33140 and the name of the initial registered agent of the corporation at the said registered office is Frances Sonnenschein Bald.

The written acceptance of the said initial registered agent, as required in Section 617.0501(3) of the Florida Not For Profit Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

4. The manner in which the directors are elected is stated in the Bylaws.

5. The name and the address of the incorporator:

NAME

—ADDRESS

Ralph D. Mosley, Jr.

c/o Blank Rome Tenzer Greenblatt LLP
405 Lexington Avenue
New York, New York

6. The corporation is organized for the following purposes:

(a) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof for exclusively charitable, scientific and educational purposes;

(b) To conduct, engage, promote and/or assist in a campaign or campaigns, and any effort or efforts whatsoever, for the collection and raising of funds, and to solicit appeal for, and request monies, funds, securities, donations, pledges and property of every nature whatsoever, exclusively for scientific, educational and charitable purposes;

(c) To donate the whole or any part of the monies, funds, securities, donations, pledges and property of every nature whatsoever and the income therefrom exclusively for scientific, educational and charitable purposes; and

(d) To engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

7. Subject to the limitations prescribed by statute and in furtherance of its corporate purposes, the corporation shall have the following powers which shall not be deemed to be exclusive of any other powers provided by law: To solicit, collect, accept, hold, invest, reinvest and administer any gifts, bequests, grants, contributions, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, from the public generally.

The corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Act, together with the power to solicit grants for contributions for corporate purposes.

8. For the regulation of the internal affairs of the corporation it is hereby provided:

(a) The By-Laws of the corporation shall be adopted in the first instance by the Board of Directors;

(b) Except as may be otherwise provided by law, or in any By-Law of the corporation, all of the affairs of the corporation shall be managed and all of the powers of the corporation shall be exercised by the Board of Directors;

(c) The powers of the Board of Directors shall include the power to borrow money and give security in the name, of the corporation without limit as to amount; but only in furtherance of the stated purposes of the corporation; to elect or appoint such committee or committees, standing or special, including an executive committee, as in its discretion it shall deem desirable and in the best interest of the corporation, and to delegate to any such committee or committees such powers as in its discretion are necessary and desirable, but only to the extent permitted by law or the By-Laws; and to authorize any and all donations, gifts, contributions and awards which the corporation is authorized to make;

(d) The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

(e) The corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, 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 its purposes;

(f) 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code;

(g) The corporation will 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 Code; will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; will not retain any excess business holdings as defined in Section 4943(c) of the Code; will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and will not make any taxable expenditures as defined in Section 4945(d) of the Code;

9. The duration of the corporation shall be perpetual.

10. The corporation shall, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, indemnify

any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. If the Florida Business Corporation Act is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

11. (1) No director or officer shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding organizational management or policy, by a director or officer, unless:

(a) The director or officer breached or failed to perform his or her duties as a director or officer; and

(b) The director's or officer's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgement or other final adjudication against a director or officer in any criminal proceeding for a violation of the criminal law estops that director or officer from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director or officer from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(ii) A transaction from which the director or officer derived an improper personal benefit, either directly or indirectly; or

(iii) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(2) For the purposes of this section, the term:

(a) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(i) Known, or so obvious that it should have been known, to the director or officer; and

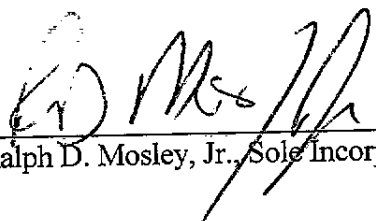
(ii) Known to the director or officer, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(b) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(c) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

12. Upon dissolution of the corporation the assets shall be distributed for one or 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 public purposes. 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.

Signed on September 5, 2001



Ralph D. Mosley, Jr., Sole Incorporator

FILED

01 SEP 10 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Frances Sonnenschein Bald

Date: September 5, 2001