

No 20000001680



ACCOUNT NO. : 072100000032

REFERENCE : 441784 4301763

AUTHORIZATION :

Patricia Pizjato

COST LIMIT : \$ 78.75

FILED
2002 MAR - 8 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 7, 2002

ORDER TIME : 11:15 AM

ORDER NO. : 441784-005

CUSTOMER NO: 4301763

CUSTOMER: Ms. Donna Pekarsky
Jenkins & Gilchrist Parker
Chapin Llp
The Chrysler Building
405 Lexington Avenue
New York, NY 10174

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DOMESTIC FILING

NAME: ROSE PAULL CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE:

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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: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

js
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ROSE PAULL CHARITABLE FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: The name of the corporation (hereinafter called the "Corporation") shall be Rose Paull Charitable Foundation, Inc.

ARTICLE II: The principal place of business and mailing address of the Corporation shall be:

c/o Carol Giambalvo
31 Audubon Way
Flagler Beach, Florida 32136

ARTICLE III: The specific purpose(s) for which the Corporation is organized is (are):

To receive and maintain charitable contributions, to serve as a charitable foundation and to make contributions for charitable purposes, including to organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Internal Revenue law, including, but not limited to, organizations whose activity relates to the study of the harmful effects of cults and the use of exit counseling as a means of mitigating such harm.

To have in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida Not for Profit Corporation Act subject to any limitations thereof contained in this Articles of Incorporation or in the laws of the State of Florida, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

ARTICLE IV: The Corporation is not to have authority to issue capital stock.

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 the purposes set forth in Article III hereof. 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 this Articles of Incorporation, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution, final liquidation, or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or similar charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE V: The manner in which the directors are elected or appointed is stated in the bylaws of the Corporation.

ARTICLE VI: The name and Florida street address of the initial registered agent are:

Carol Giambalvo
31 Audubon Way
Flagler Beach, Florida 32136

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

Carol Giambalvo
31 Audubon Way
Flagler Beach, Florida 32136

ARTICLE VIII: The name and the address of each of the initial directors of the Corporation are as follows:

Ruth Trencher

5901 S.W. 60th Street
Miami, Florida 33143

Carol Giambalvo

31 Audubon Way
Flagler Beach, Florida 32136

Sandy Andron

21400 N.E. 20th Avenue
North Miami Beach, Florida 33179

Carol Giambalvo

Carol Giambalvo, Incorporator

3/3/02

Date

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.

Carol Giambalvo

Carol Giambalvo, Registered Agent

3/3/02

Date

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