

Division of Corporations

Page 1 of 2

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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

The Diller-von Furstenburg Family Foundation

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ARTICLES OF INCORPORATION

OF

The Diller-von Furstenburg Family Foundation, Inc.  
a Florida Not-for-Profit Corporation

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20 MAY -7 AM 10:05  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned, acting as incorporator of a Corporation Not-for-Profit under the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

FIRST: The name of the corporation is The Diller-von Furstenburg Family Foundation, Inc. (hereinafter referred to as the "Foundation").

SECOND: The Foundation described herein is a not-for-profit corporation organized under the Florida Not-for-Profit Corporation Act. The Foundation shall not be conducted or operated for profit and no part of the net earnings of the Foundation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Foundation be used other than for the purposes of the Foundation.

THIRD: The purposes of the Foundation are:

I. To render financial assistance to any corporation, community chest, fund, foundation, agency, institution or other entity which is organized and operated exclusively for, and devoted to the realization of, charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), at such times and in such amounts and manner as the Foundation's Board of Directors shall in its discretion determine to be in furtherance of the Foundation's purposes.

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II. To solicit, receive and maintain a fund or funds of real and/or personal property and apply the whole or any part of the income and/or principal thereof exclusively for charitable, scientific, religious, or educational purposes by such means as shall from time to time be found appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations.

III. To do all of the things permitted by the Florida Not-for-Profit Corporation Act necessary and useful to fulfill and promote its purposes, provided, however, that notwithstanding any other provision of these Articles of Incorporation, the Foundation is organized exclusively for one or more of the following purposes: charitable, scientific, religious, or educational, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, Section 2055(a)(2) of the Code, or Section 2522(a)(2) of the Code.

FOURTH: Notwithstanding any provision contained in these Articles or in any other governing instrument of this Foundation, during any period and to the extent that this Foundation is a private foundation described in Section 509 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws) this Foundation is required to distribute its income for each taxable year at such times and in such manner as not to subject the Foundation to tax under Section 4942 of such Code. In addition, this Foundation shall not, during any period and to the extent that it is a private foundation described in Section 509 of such Code: (a) engage in any act of self-dealing (as defined in Section 4941(d) of said Code); (b) retain any

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excess business holdings (as defined in Section 4943(c) of said Code); (c) make any investments in such manner as to subject the Foundation to tax under Section 4944 of said Code; or (d) make any taxable expenditures (as defined in Section 4945(d) of said Code).

FIFTH: The Foundation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The Board of Directors shall be elected as provided in the Bylaws.

SIXTH: No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(b) of the Code), and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SEVENTH: The street address of the initial principal office and the mailing address of the Foundation is c/o Stuart J. Haft, Esq., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

EIGHTH: In the event of liquidation, dissolution or winding up of the Foundation, whether voluntary, involuntary or by the operation of law, the property or other assets of the Foundation remaining after the payment, satisfaction and discharge of liabilities or obligations, shall be distributed entirely to any corporation, community chest, fund, foundation, agency, institution or other entity which is (or between or among two or more of such entities, each of which is) organized and operated exclusively for, and devoted to the realization of, charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in

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Section 501(c)(3) of the Code, subject to the order of the Court of Common Pleas of the County in which the principal office of the Foundation is then located, as and when provided by law. No individual shall have any right, title or interest in or to any of the remaining assets of the Foundation.

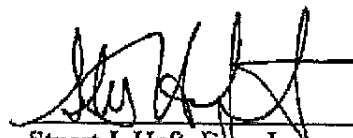
NINTH: The name and address of the subscriber of these Articles is: Stuart J. Haft, Esq., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

TENTH: The Foundation shall have no members.

ELEVENTH: The duration of the Foundation shall be perpetual unless terminated sooner by the Directors pursuant to the Bylaws.

TWELFTH: The street address of the initial registered agent of this Foundation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the registered agent of this Foundation at that address is Stuart J. Haft, Esq.

IN WITNESS WHEREOF, I have made, signed, and acknowledged these Articles of Incorporation this 3<sup>rd</sup> day of May, 2002.

A handwritten signature in black ink, appearing to read 'Stuart J. Haft', is written over a horizontal line.

Stuart J. Haft, Esq., Incorporator

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REGISTERED AGENT ACCEPTANCE

Having been named registered agent to accept service of process for the above-named Corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

Dated: May 3, 2002

  
\_\_\_\_\_  
Stuart J. Haft, Esq.

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ATTORNEY GENERAL  
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