

CSC **NO200007522**

ACCOUNT NO. : 072100000032

REFERENCE : 767112 9104A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 78.75

ORDER DATE : October 1, 2002

ORDER TIME : 4:30 PM

ORDER NO. : 767112-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP

Suite 1600
200 Central Avenue
St Petersburg, FL 33701

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JUDICIAL CIRCUIT
IN AND FOR
THE COUNTY OF
HILLSBORO
FLORIDA

DOMESTIC FILING

NAME: THE BSG FOUNDATION, INC.

EFFECTIVE DATE:

200008148612--6

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: Jamela Abaied - EXT. 1136

EXAMINER'S INITIALS:

[Signature]
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Articles of Incorporation

THE BSG FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporate Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name

The name of this Corporation is **THE BSG FOUNDATION, INC.**

Article II. Existence

The Corporation shall have perpetual existence.

Article III. Charitable Purpose

- A. The Corporation is organized as a not-for-profit corporation.
- B. This Corporation is organized exclusively for religious, charitable, scientific, and educational 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, or corresponding provisions of any subsequent federal tax laws (the "Code").

Article IV. No Private Benefit

- A. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this Corporation 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 Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, 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 subsequent federal tax laws.
- B. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article 3 above.
- C. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not

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participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

D. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the federal or state government for a public purpose.

Article V. Private Foundation Limitation on Powers

A. The Corporation shall distribute its income 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, or corresponding provisions of any subsequent federal tax law.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

Article VI. Members

A. The Board of Directors of this Corporation shall be its initial members. The Board of Directors may provide in the Bylaws of the Corporation for additional members, for membership fees, and for the admission and termination of additional members.

B. Each member shall have one (1) vote as a member.

C. Members shall not be liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessment.

D. Member quorum requirements and other matters dealing with members and membership shall be contained in the Bylaws.

Article VII. Principal Address of Corporation

The street address of the initial principal office of the Corporation is 107 Becket Lane, Heathrow, FL 32747.

Article VIII. Mailing Address of Corporation

The mailing address of the initial principal office of the Corporation is 107 Becket Lane, Heathrow, FL 32747.

Article IX. Registered Agent

The name of the initial registered agent of the Corporation is Barry Stephen Goldfarb. The address of the registered agent is 107 Becket Lane, Heathrow, FL 32747.

Article X. Board of Directors

A. The affairs of the Corporation shall be managed, and its powers exercised, by a Board of Directors of not less than three (3) person(s), as provided in the Bylaws from time to time.

B. Each Director shall hold office for a period of one (1) year and until his or her successor qualifies in office.

C. Meetings shall be held at the time and the date provided in the Bylaws.

D. Directors shall be elected in the manner provided in the Bylaws.

E. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board.

F. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Article XI. Incorporator

The name of the incorporator of this Corporation is Barry Goldfarb, and the address of the incorporator is 107 Becket Lane, Heathrow, FL 32747.

Article XII. Initial Board of Directors

The initial Board of Directors shall consist of three (3) members. The members of the initial Board of Directors and their residential address are:

Barry Stephen Goldfarb, 107 Becket Lane, Heathrow, FL 32747
Myra Goldfarb, 107 Becket Lane, Heathrow, FL 32747
Joseph Schuchert, 1949 Sugarland Drive, Suite 250, Sheridan, WY 82801

Article XIII. Officers

The initial officers of the Corporation are:

- | | | |
|----|----------------|------------------------|
| 1. | President | Barry Stephen Goldfarb |
| 2. | Vice President | Myra Goldfarb |
| 3. | Secretary | Myra Goldfarb |
| 4. | Treasurer | Barry Stephen Goldfarb |

Article XIV. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

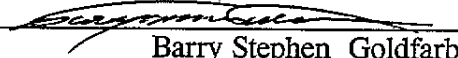
Article XV. Amendments to Articles

The Articles of this Corporation may be amended from time to time in accordance with applicable law and the Bylaws.

Article XVI. Effective Date

This Corporation shall be effective upon filing with the Secretary of State.

The undersigned incorporator has executed these Articles of Incorporation on September __, 2002 for the purposes stated herein.


Barry Stephen Goldfarb

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the 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.


Barry Stephen Goldfarb

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