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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA NON-PROFIT CORPORATION**

**MICHAEL AND PEPI KAHN FAMILY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**MICHAEL AND PEPI KAHN FAMILY FOUNDATION, INC.**

(A Florida Not For Profit Corporation)

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act"), adopt the following Articles of Incorporation and states as follows:

- FIRST:** The name of the corporation is Michael and Pepi Kahn Family Foundation, Inc. (hereinafter called the "Corporation").
- SECOND:** The Corporation is organized pursuant to the Florida Not For Profit Corporation Act.
- THIRD:** The principal place of business and mailing address for the Corporation shall be 50 A1A, Suite 110, Ponte Vedra, Florida 32082.
- FOURTH:** The purposes for which the Corporation is organized include fundraising and promoting activities with respect to medical research, education, assisting the poor and indigent, and Jewish causes. The Corporation shall be operated exclusively for religious, charitable and educational purposes; it is authorized to accept, hold, administer, invest and disburse, for religious, charitable and educational purposes such funds as may from time to time be given to the Corporation by any persons or organizations; it is authorized to receive gifts and bequests and to make financial contributions and other types of contributions and assistance to, or for the benefit of, religious, charitable or educational organizations; and in general, it is authorized to do all things that may appear necessary and useful in accomplishing the purposes set forth herein; provided, however, that the Corporation's purposes shall be limited to and include only religious, charitable or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Articles of

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Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any purposes that are not in furtherance of the purposes of this Corporation; and shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c) of the Code.

**FIFTH:** The street address of the initial registered office of the Corporation within the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation is Corporation Service Company.

**SIXTH:** The name and address of the incorporator is Joel K. Smith, c/o Sack & Harris, P.C., 8720 Greensboro Drive, Suite 630, McLean, Virginia 22102.

**SEVENTH:** The Corporation will not have members.

**EIGHTH:** The provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets or dissolution or final liquidation, are as follows:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of the Corporation shall be the participation in, or intervention in, (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. No part of the net earnings, current or accumulated, of the Corporation shall inure or be payable to or for the benefit of, any private individual. This shall not preclude the Corporation from paying reasonable compensation for services rendered to the Corporation, or the reimbursement of expenses incurred in

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connection with work performed in furtherance of the purposes of the Corporation.

C. On liquidation or dissolution of the Corporation, all net assets of the Corporation, after payment of creditors, shall be distributed for one or more religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

D. Other provisions for the regulation of the internal affairs of the Corporation, not in conflict with anything herein, may be set forth in the Bylaws of the Corporation.

**NINTH:** The manner in which Directors of the Corporation shall be appointed shall be provided in the Bylaws of the Corporation.

**TENTH:** The Corporation shall have a Board of Directors. The number of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors, who shall be entitled to adopt the Bylaws of the Corporation, appoint its initial Officers, and act until the first meeting of the Board of Directors or until one or more successors have been duly elected and qualified, are:

Michael P. Kahn	50 A1A Suite 110 Ponte Vedra, Florida 32082
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Pepi A. Kahn	50 A1A Suite 110 Ponte Vedra, Florida 32082
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Jody Kahn Kline	50 A1A Suite 110 Ponte Vedra, Florida 32082
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At such first meeting of the initial Directors of the Corporation, the initial Directors will elect a successor Board of Directors in the manner provided in the Bylaws. At each annual meeting of the Board of Directors, the Directors shall be elected by a majority of the Board of Directors. Each Director, including a Director elected to fill a vacancy, shall hold office for one (1) year or until his or her successor shall have been duly elected and qualified or until his or her earlier resignation or removal.

**ELEVENTH:** An Officer or Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as an Officer or Director, except for liability (A) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (B) for acts or omissions that involve intentional misconduct or a knowing violation of law, or (C) for any transaction from which the Officer or Director received an improper personal benefit.

**TWELFTH:** The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to those matters enumerated in Article ELEVENTH as to which he or she shall be adjudged in such action, suit, or proceeding to be liable. The indemnification provided by this Article TWELFTH shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for (A) any Federal excise taxes imposed on such individual under Chapter 42 of the Code, or (B) any proceeding by or in the right of the Corporation in which the person is adjudged liable to the Corporation. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then, during such time or

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times, no payment shall be made under this Article TWELFTH if such payment would constitute an act of self-dealing (as defined in Section 4945(d) of the Code).

**THIRTEENTH:**

If at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then the following provisions shall apply:

A. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later Federal tax laws.

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later Federal tax laws.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later Federal tax laws.

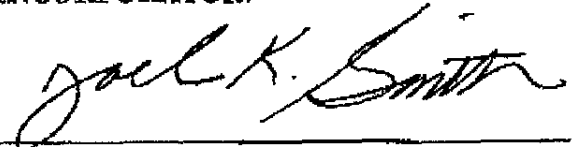
D. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later Federal tax laws.

E. The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any later Federal tax laws.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Michael and Pepi Kahn Family Foundation, Inc. this 1st day of December, 2003.

INCORPORATOR:

A handwritten signature in cursive script, reading "Joel K. Smith", written over a horizontal line.

Joel K. Smith  
c/o Sack & Harris, P.C.  
8270 Greensboro Drive  
Suite 630  
McLean, Virginia 22102

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION OF  
MICHAEL AND PEPI KAHN FAMILY FOUNDATION, INC.

Corporation Service Company, having a buisness office  
at 1201 Hays Street, Tallahassee, Florida 32301, and having  
been designated as the Registered Agent in the above and  
foregoing Articles of Incorporation of:

MICHAEL AND PEPI KAHN FAMILY FOUNDATION, INC.

CORPORATION SERVICE COMPANY is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: 

Brian Courtney  
Asst. V. Pres.

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