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FLORIDA NON-PROFIT CORPORATION

VILLAGE OF CENTER GROVE FOUNDATION, INC.

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CORPORATION SVC CO

NO. 342 P. 2/5

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SECTION 1  
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## ARTICLES OF INCORPORATION

of

**VILLAGE OF CENTER GROVE FOUNDATION, INC.**  
(A Florida Not-For-Profit Corporation)

### Article I. NAME

The name of this corporation shall be Village of Center Grove Foundation, Inc. (hereinafter called the "Corporation").

### Article II. PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 3000 Shipping Avenue, Miami, Florida 33133.

### Article III. PURPOSE

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

### Article IV. MEMBERSHIP

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

### Article V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3000 Shipping Avenue, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is Marc David Sarnoff.

**Article VI.**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the initial directors are:

Marc David Samoff	3000 Shipping Avenue, Miami, Florida 33133
Linda Roberman	3035 Day Avenue, Coconut Grove, Florida 33133
Ryan Alexander	3165 New York Street, Coconut Grove, Florida 33133
David Major	2952 Bridgeport Avenue, Coconut Grove, Florida 33133
Sue McConnell	3090 Virginia Street, Coconut Grove, Florida 33133
Trina Collins	3230 Gifford Lane, Coconut Grove, Florida 33133
Raphael Gutierrez	2842 Shipping Avenue, Coconut Grove, Florida 33133
Charlie Mattouk	3141 Virginia Street, Coconut Grove, Florida 33133
Irwin Seltzer	3111 Mary Street, Coconut Grove, Florida 33133

**Article VII.**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

**Article VIII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Marc David Samoff, 3000 Shipping Avenue, Miami, Florida 33133.

**Article IX.**  
**DURATION OF CORPORATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**Article X.**  
**FISCAL YEAR**

The fiscal year for the Corporation shall be the calendar year January 1 through December 31.

Article XI  
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

Article XII  
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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 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 Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 30 day of March, 2004.

  
\_\_\_\_\_  
Marc David Sarnoff, Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Village of Center Grove Foundation, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.

  
Marc David Samoff

Dated: April 1, 2004

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TALLAHASSEE, FLORIDA

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