

Division of Corporations

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 23 AM 9:30

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FLORIDA NON-PROFIT CORPORATION

The Joseph Samuel Isicoff Memorial Fund, Inc.

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ARTICLES OF INCORPORATION
OF
THE JOSEPH SAMUEL ISICOFF MEMORIAL FUND, INC.
(A Florida Not-For-Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this corporation shall be THE JOSEPH SAMUEL ISICOFF MEMORIAL FUND, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is c/o Laurel M. Isicoff, 3495 NW RIVER DR. MIAMI, FL 33142

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide assistance and support to programs for young people suffering from attention deficit disorder ("ADD"), attention deficit hyperactivity disorder ("ADHD") and related disabilities;
- (b) To participate in any activity designed and implemented to promote public awareness of ADD, ADHD and " and related disabilities;
- (c) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and section 501(c)(3) of the Code.

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Article IV
MEMBERSHIP

The Corporation shall have no members.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Peninsula Registered Agents, Inc.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be five. 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 members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Laurel M. Isicoff
3495 N.W. RIVER DR.
MIAMI, FL 33142

Steven Isicoff
3495 N.W. RIVER DR.
MIAMI, FL 33142

Jeffrey Feiler
7685 S.W. 104th Street
Suite 200
Miami, FL 33156

Eric Isicoff
1101 Brickell Avenue
Suite 704
Miami, FL 33131

Samuel C. Ullman
200 S. Biscayne Blvd.
Suite 4000
Miami, FL 33131

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Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Samuel C. Ullman
200 S. Biscayne Blvd.
Suite 4000
Miami, FL 33131


Article VIII
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, as selected by the Board of Directors.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 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, 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 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23rd of April, 2004.



Samuel C. Ullman
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, The Joseph Samuel Isicoff Memorial Fund, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 23rd day of April, 2004.

PENINSULA REGISTERED AGENTS, INC.



By: Debra Palmisano
Its: Vice President

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