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FLORIDA NON-PROFIT CORPORATION**LEVITT CORPORATION FOUNDATION**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
LEVITT CORPORATION FOUNDATION**

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is LEVITT CORPORATION FOUNDATION (the "Corporation").

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the Corporation is 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

ARTICLE III

PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to accept and receive property by way of contribution, bequest, gift or devise from any person, firm, corporation or trust, and for such property and the income therefrom to be held, administered and disposed of exclusively to or for the benefit of such charitable organizations ("charitable organizations") which qualify for exemption under Section 501(c)(3) of the Code to be used solely for charitable, scientific, literary or educational purposes ("charitable purposes") within the meaning of Section 501(c)(3) of the Code; provided, however, no contribution, bequest, gift or devise shall be received or accepted if it is conditioned or limited in such manner to require the disposition of the property or the income therefrom to any person or organization other than a charitable organization or for other than a charitable purpose or shall in the opinion of the Board of Trustees jeopardize the federal income tax exemption of the corporation under Section 501(c)(3) of the Code.

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The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against 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 by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE IV

POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V

MEMBERS

The Corporation shall be organized on a non-stock basis. The sole member of the Corporation shall be Levitt Corporation, a Florida corporation.

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII

SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Claudia F. Haines
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

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ARTICLE VIII**BOARD OF TRUSTEES**

Section 1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Trustees. The initial Board of Trustees shall consist of three (3) persons. The Board of Trustees shall be appointed as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Trustees of the Corporation until their successors are duly elected:

Alan B. Levan
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

Jarett Levan
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

Seth Wise
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

Section 2. The number of trustees which constitute the Board of Trustees may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of trustees be less than three (3).

ARTICLE IX**BYLAWS**

Section 1. The Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Trustees present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the trustees and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

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ARTICLE X**AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Trustees present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI**NO PERSONAL LIABILITY**

The trustees, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, trustees, employees and agents and all of its former officers, trustees, employees and agents and all of its former officers, trustees, employees and agents, to the fullest extent permitted by law.

ARTICLE XII**DISSOLUTION**

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XIII**PROHIBITION AGAINST PRIVATE BENEFIT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, other private persons or for-profit corporations, 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 the purposes set forth in Article III hereof.

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ARTICLE XIV

REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation is:

Claudia F. Haines
2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 28th day of April, 2005 for the purposes of forming this corporation not for profit under the laws of the State of Florida.


Claudia F. Haines

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I am familiar with and agree to act in this capacity.


Claudia F. Haines, Resident Agent

Dated: 4/28, 2005

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