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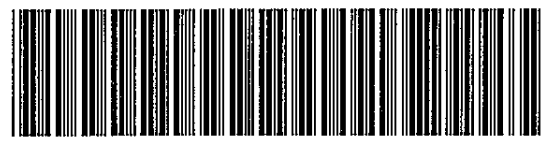
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W05-33636



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FILED
2005 JUL 12 AM 8:54
CLERK OF STATE
TALLAHASSEE FLORIDA

7/25/05

JOEL REINSTEIN

LAW OFFICES
OF
JOEL REINSTEIN, P.A.
WACHOVIA PLAZA • SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 393-6714
FACSIMILE (561) 393-1909

July 11, 2005

DHL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

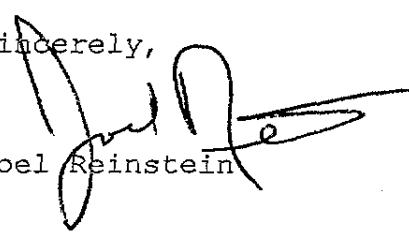
Re: Joseph Zimmerman Foundation II, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced non-profit corporation, together with a check in the amount of \$78.75, representing your filing fee. Also enclosed is an additional copy of the Articles. Please provide the undersigned with a certified copy.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm

Enclosures-check

cc: Michael Bracci, President
Judi E. Beaumont, Vice President
Peter Matwiczky, Esq.
Douglas Lederman, C.P.A.

StateIncNonProfit.ltr

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 14, 2005

JOEL REINSTEIN, P.A.
WACHOVIA PLAZA - SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FL 33432

SUBJECT: JOSEPH ZIMMERMAN FOUNDATION II, INC.
Ref. Number: W05000033636

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2005 JUL 12 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for JOSEPH ZIMMERMAN FOUNDATION II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 205A00046426

*Please retain original filing date.
Thank you!*

ARTICLES OF INCORPORATION
JOSEPH ZIMMERMAN FOUNDATION II, INC.
(A Florida Corporation Not For Profit)

FILED

2005 JUL 12 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this Corporation is JOSEPH ZIMMERMAN FOUNDATION II, INC. (hereinafter called the "Corporation").

ARTICLE II

Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Address

The present address of the principal office of the Corporation in Florida is c/o Peter Matwiczky, Esq., 625 N. Flagler Drive, Suite 401, West Palm Beach, FL 33401.

ARTICLE IV

Duration

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

ARTICLE V

Purposes

The Corporation is organized for the following purposes:

(a) The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the qualified organization specified herein. The COMMUNITY FOUNDATION FOR PALM BEACH AND MARTIN COUNTIES, INC. (hereinafter the "COMMUNITY FOUNDATION") is so specified. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). If the COMMUNITY FOUNDATION ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation.

(b) Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the COMMUNITY FOUNDATION or for activities or programs which support or benefit the COMMUNITY FOUNDATION; and to observe and faithfully carry out in the expenditure or other use of the principal and income for such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- (iv) To raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation.

ARTICLE VIII

Directors

There shall only be one class of directors, to wit the Public Class. All of the Directors shall be appointed by the COMMUNITY FOUNDATION and shall be considered Public Class Directors (as defined in the bylaws). The Directors shall be appointed as set forth in the bylaws of the Corporation.

ARTICLE IX

Capital Stock/Members

The Corporation is not authorized to issue capital stock. The Corporation shall have one member, to wit, the COMMUNITY FOUNDATION, as more particularly set forth in the Corporation's bylaws.

ARTICLE X

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 XI

Restrictions

- A. 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 the purposes set forth in Article V hereof.
- B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future Federal tax code.

D. During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Law):

1. The Corporation shall distribute its income for such 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 the corresponding provisions of any future United States Internal Revenue Law).
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or the corresponding provisions of any future United States Internal Revenue Law).
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).
6. It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE XII

Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 625 North Flagler Drive, Suite 401, West Palm Beach, FL 33401, and the name of its registered agent at such office is Peter Matwiczuk, Esq.

ARTICLE XIII

Incorporator

The name and address of the sole incorporator is NORTHERN TRUST BANK OF FLORIDA N.A., 2201 S.E. Kingswood Terrace, Stuart, FL 34997 (hereinafter called the "Incorporator").

ARTICLE XIV

Indemnification

The Corporation shall indemnify (a) its Directors to the full extent permitted by the General Laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its Directors; and (c) its officers who are not Directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE XV

Amendment

The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Articles of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under Federal Law for any organization which is 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) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522 (a)(2) of the Code (or the corresponding provisions under any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of July, 2005.

Northern Trust Bank of Florida N.A.

By: Judi E. Beaumont
Its: Vice President

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

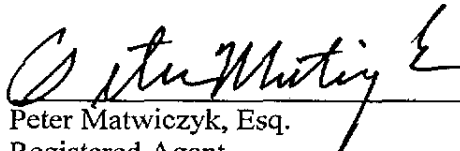
WITNESSETH:

That, The Joseph Zimmerman Foundation II, Inc., desiring to organize under the laws of the State of Florida, has named Peter Matwiczuk, Esq., located at 625 North Flagler Drive, Suite 401, West Palm Beach, FL 33401, 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, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Sections 617.0501, Florida Statutes.

Dated this 8 day of July 2005


Peter Matwiczuk, Esq.
Registered Agent

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TALLAHASSEE FLORIDA