

07/18/2008 11:30 FAX 05 8 5 44

Division Corporations

WHITE & CASE

07/18/2008

N0600000761

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000182761 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 18 AM 11:46

FLORIDA PROFIT/NON PROFIT CORPORATION

AROD FAMILY FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

1/H

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 JUL 18 AM 11:47

ARTICLES OF INCORPORATION
OF
AROD FAMILY FOUNDATION, INC.
A Florida Not for Profit Corporation

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing not for profit corporation pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name and Address

The name of this corporation shall be AROD FAMILY FOUNDATION, INC. (the "Corporation"). The initial mailing address of the Corporation shall be c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be (i) to impact families in distress by supporting programs focusing on improved quality of life, education and mental health, (ii) to collect, receive and maintain any fund or funds by subscription or otherwise and to apply the income and principal thereof to the promotion of the purposes herein set forth, and (iii) to accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the

Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation the Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the State of Florida or any city or county within the State of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of the Corporation is:

Frederic L. Levenson
White & Case LLP
200 South Biscayne Boulevard
Suite 4900
Miami, Florida 33131

ARTICLE VII

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VIII

Nonstock Corporation

The Corporation shall not have or issue shares of stock. The Corporation may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin, and shall initially only consist of voting members which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership and the manner of admission to Membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation may include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Frederic L. Levenson.

ARTICLE XIII

Bylaws

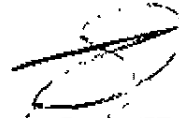
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors as more specifically provided in the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617, Florida Statutes, as amended. However, the provisions in the Articles of Incorporation pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 18th day of July 2006.

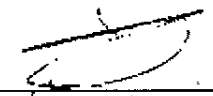


Frederic L. Levenson
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE


In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

AROD FAMILY FOUNDATION, INC, desiring to organize as a not for profit corporation under the laws of the State of Florida, has designated c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Frederic L. Levenson located at said address as its initial Registered Agent.



Frederic L. Levenson
Incorporator

Having been named Registered Agent for the above stated Corporation at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of said Section 48.091 and recognizes his duty to comply with such provision.



Frederic L. Levenson
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 18 AM 11:47