

Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION**RICHARD AND KAREN RAZOOK FAMILY FOUNDATION, INC.**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

H06000227404 3

**ARTICLES OF INCORPORATION
OF
RICHARD AND KAREN RAZOOK FAMILY FOUNDATION, INC.**

(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)

**Article I
NAME**

The name of the corporation shall be the RICHARD AND KAREN RAZOOK FAMILY 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 5765 SW 113 Street, Miami, FL 33156.

**Article III
PURPOSE**

The Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and not for pecuniary profit. More specifically, such purposes of the Corporation shall include, without limitation, the following:

- *Education:* To support programs that foster or directly provide education, the improvement of teaching techniques, and the extension of educational instruction and cultural exchange opportunities to persons domestically and internationally.
- *Human Rights:* To support programs or directly engage in activities which promote, secure, and protect human rights domestically and internationally.
- *Food, Housing, and Medical Care:* To support programs or directly provide food, housing, and medical care for disadvantaged persons domestically and internationally.
- *Environment:* To support programs or directly engage in activities that seek to peacefully protect the environment and promote environmentally sound use of land and other natural resources domestically and internationally.

The Corporation may carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

H06000227404 3

H06000227404 3

Article IV
MEMBERSHIP

The Corporation shall have one class of member, which shall have the qualifications and rights set forth in the Bylaws of the Corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5765 SW 113 Street, Miami, FL 33156, and the name of the Corporation's initial registered agent at that address is Richard J. Razook.

Article VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three. 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.

Article VII
INCORPORATOR

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

Richard J. Razook
5765 SW 113 Street
Miami, FL 33156

Article VIII
DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and which have established their federal tax-exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations (satisfying the requirements of the preceding sentence) having purposes and activities which are the same as or similar to those purposes and activities of the Corporation enumerated in Article III.

H06000227404 3

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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, or in opposition to, 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 (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Article X
EFFECTIVE DATE

The effective date of the filing of these Articles of Incorporation shall be September 13, 2006.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of September 2006.


Richard J. Razook, Incorporator

H06000227404 3

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

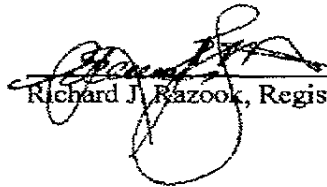
WITNESSETH:

That, RICHARD AND KAREN RAZOOK FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Richard J. Razook whose address is 5765 SW 113 Street, Miami, FL 33156, 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 13th day of September, 2006.


Richard J. Razook, Registered Agent

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STATE OF FLORIDA
DEPARTMENT OF REVENUE