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FLORIDA PROFIT/NON PROFIT CORPORATION

THE SCHERER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE SCHERER FOUNDATION, INC.**

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(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: THE SCHERER FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the corporation is 633 Federal Highway, 8th Floor, Ft. Lauderdale 33301, and its mailing address is the same.

**ARTICLE III
PURPOSES, POWERS & LIMITATIONS**

a. The corporation is organized on a non-stock basis exclusively for charitable, scientific, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, without regard to race, color or creed, and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

b. 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 Code Section 501(c)(3) or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code, or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes or the corresponding

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section of any future Florida not for profit corporation act, or the act of any State in which the corporation may in the future be domesticated.

c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, trustees, 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 contributions in furtherance of the purposes set forth in this article.

d. No substantial 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 any candidate for public office.

e. During any period when the corporation is a "private foundation" under Code Section 509(a) or the corresponding section of any future federal tax code:

1. The corporation will distribute its income each year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

4. The corporation will not make any investments in a manner as to subject it to tax under Code Section 4944 or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Code Section 4945 or the corresponding section of any future federal tax code.

f. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The directors shall be elected by the voting members. The manner of election of the directors may be further set forth in the bylaws. The directors shall hold office in accordance with the bylaws.

**ARTICLE V
INITIAL DIRECTORS**

a. The corporation shall be managed by a board of directors. The corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, as set forth the bylaws, but shall never be less than three (3).

b. The directors do not have to be members of the corporation and do not have to be residents of Florida.

c. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

| <i>NAME</i> | <i>ADDRESS</i> |
|-------------------------|---|
| WILLIAM R. SCHERER, JR. | 633 South Federal Highway 8 th Floor Ft. Lauderdale, Florida 33301 |
| DAVID BOYER | 633 South Federal Highway 8 th Floor Ft. Lauderdale, Florida 33301 |
| RONALD DESJARLAIS | 633 South Federal Highway 8 th Floor Ft. Lauderdale, Florida 33301 |

**ARTICLE VI
REGISTERED AGENT AND STREET ADDRESS**

The initial registered office of this corporation shall be at Suite 107, 2101 Corporate Blvd., Boca Raton, Florida 33431, and the name of its initial registered agent shall be M & W Agents, Inc.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

RICHARD A. JOSEPHER
Teschler Gutter Chaves Josepher Rubin Ruffin & Forman, P.A.
2101 Corporate Boulevard
Suite 107
Boca Raton, Florida 33431

ARTICLE VIII EFFECTIVE DATE

The effective date of these articles shall be December 22, 2006.

ARTICLE IX MEMBERS

WILLIAM R. SCHERER, JR. shall be the initial voting member of the corporation. Additional voting and nonvoting members may be added from time to time by a majority vote of the voting members. If at any time, by reason of death, resignation, renunciation, incapacity, or otherwise, the corporation has no voting member, all then serving nonvoting members shall become voting members, and if there are no nonvoting members, the appointment of one voting member shall be immediately undertaken by the Board of Directors. Members may be removed as members only by majority vote of the voting members. Subject to the foregoing limitations, the provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

ARTICLE X DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XI

BYLAWS

1. The board of directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.
2. Upon proper notice the bylaws may be amended, altered or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose.

ARTICLE XII AMENDMENTS

These articles may be amended only by unanimous approval of the voting members.

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

Signature/Registered Agent

M & W AGENTS, INC.

By:

RICHARD A. JOSEPH, Vice President

12/22/06

Date _____

Signature/Incorporator

RICHARD A JOSEPH

12/22/06

Date

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