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Division of Corporations

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

From: Account Name : HODGSON RUSS LLP
Account Number : 07272000242
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FLORIDA PROFIT/NON PROFIT CORPORATION

Jacqueline Harris Hochberg Foundation, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

JACQUELINE HARRIS HOCHBERG FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation will be Jacqueline Harris Hochberg Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal place of business and the mailing address of this corporation will be: 220 Sunrise Avenue, Suite 210, Palm Beach, FL 33480.

**ARTICLE III
ORGANIZATION FOR CHARITABLE PURPOSES**

(1) This corporation is organized and will be operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any successor section, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any successor section.

(2) The corporation will apply the net income, and any part or all of the principal, of such property as the corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable organization that is organized and operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

(3) No part of the net earnings of this corporation will inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no director or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(4) No substantial part of the activities of the corporation will be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), nor will the corporation participate in or intervene in (including the

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publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLES IV
MANNER OF ELECTION OF DIRECTORS**

The method of election of directors of this corporation will be stated in the corporation's bylaws.

**ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation is: J. Ira Harris, 220 Sunrise Avenue, Suite 210, Palm Beach, FL 33480.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this corporation is: Sharon M. Kelly, One M & T Plaza Suite 2000, Buffalo, New York 14203.

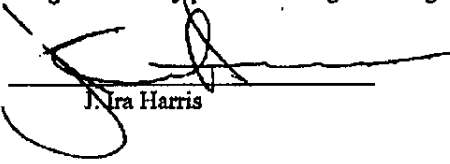
**ARTICLE VII
DISSOLUTION**

Upon liquidation or dissolution of this corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights will be distributed to an organization or organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or any successor section, such organization or organizations to be selected by the directors of the corporation.

Sharon M. Kelly
Sharon M. Kelly, Incorporator

Jan. 10, 2007
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Ira Harris

1/11/07

Date

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