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FLORIDA PROFIT/NON PROFIT CORPORATION

BARRY FAMILY FOUNDATION, INC.

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June 6, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: BARRY FAMILY FOUNDATION, INC.  
REF: W07000026953

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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

Claretha Golden  
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FAX Aud. #: H07000149836  
Letter Number: 607A00038657

**ARTICLES OF INCORPORATION**  
**OF**  
**BARRY FAMILY FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being a natural person, competent to contract, acting as incorporator for the purposes of establishing a corporation under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I. NAME**

The name of this Corporation is BARRY FAMILY FOUNDATION, INC. (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 5935 Vintage Oaks Circle, Delray Beach, FL 33484.

**ARTICLE III. PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

**ARTICLE IV. INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Stanley Barry

5935 Vintage Oaks Circle  
Delray Beach, FL 33484

**ARTICLE V. INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws, but shall never be less than one (1) nor more than five (5). The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Stanley Barry	5935 Vintage Oaks Circle Delray Beach, FL 33484

The method of election of directors is as stated in the bylaws.

**ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Corporation is:

<u>Name</u>	<u>Address</u>
Stanley Barry	5935 Vintage Oaks Circle Delray Beach, FL 33484

**ARTICLE VII. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE VIII. DISTRIBUTION OF INCOME**

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

**ARTICLE IX. PROHIBITION ON SELF-DEALING**

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE X. LIMITATION ON BUSINESS HOLDINGS**

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

**ARTICLE XI. LIMITATION ON INVESTMENTS**

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XII. LIMITATION ON EXPENDITURES**

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XIII. DISTRIBUTION OF ASSETS DURING EXISTENCE**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XIV. 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 section 501(c)(3) of the Internal Revenue Code, 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.

#### **ARTICLE XV. BYLAWS**

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.


**ARTICLE XVI. AMENDMENTS TO ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, by a majority vote of the directors of the Corporation then in office.

**ARTICLE XVII. COMMENCEMENT OF EXISTENCE AND TERM**

This Corporation's existence shall begin on the date of filing with the Florida Department of State, Division of Corporations. The Corporation shall have perpetual existence, unless terminated sooner in accordance with the laws of the State of Florida, not to exceed fifty (50) years.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles on this 31<sup>st</sup> day of May, 2007, for the purposes of forming this Not-For-Profit Corporation under the laws of the State of Florida.

  
Stanley Barry, Incorporator

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of May, 2007, by Stanley Barry, who is personally known to me or has produced Driver's License as identification.

  
Notary Public  
Print/Stamp/Type Name:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR BARRY FAMILY FOUNDATION, INC.**

The name and address of the registered agent and office is:

Name

Address

Stanley Barry

5935 Vintage Oaks Circle  
Delray Beach, FL 33484

Having been named to accept service of process for BARRY FAMILY FOUNDATION, INC., at the place designated in the foregoing Articles, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said Corporation.

Dated this 31<sup>st</sup> day of May, 2007.

  
Stanley Barry, Registered Agent

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