

NO 70000/2334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

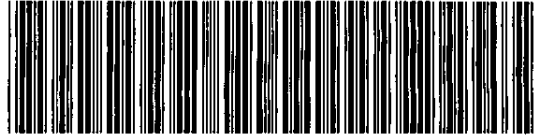
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 DEC 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/28/07

12-27-07

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Weiss Group Foundation Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kim S. Cahill
Name (Printed or typed)

33 W. First Street, Suite 600
Address

Dayton, OH 45402
City, State & Zip

937-223-8177, ext. 780
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

I am resubmitting for filing before having received the original document back from you. I respectfully ask your permission to keep the 12-26-2007 filing date. Thank you.

Kim S. Cahill

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Weiss Group Foundation Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3187 Royal Road, Coconut Grove, FL 33133

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The method of election of directors shall be as stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Ms. Caroline Weiss, Director and CEO, 3187 Royal Road, Coconut Grove, FL 33133
Ms. Alitza Weiss, Director and Vice President, 2127 Brickell Avenue, Suite 1106, Miami, FL 33127
Ms. Adeena Weiss Ortiz, Director and President, 28 E. Jackson, Suite 10A, Chicago, IL 60612

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

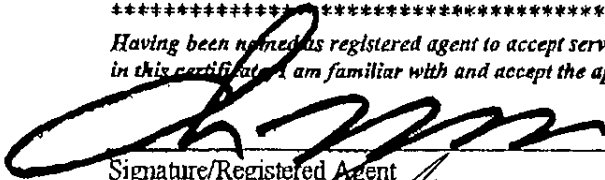
Ms. Caroline Weiss
3187 Royal Road, Coconut Grove, FL 33133

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:


Sam Warwar, Esq.
33 W. First Street, Suite 600
Dayton, OH 45402

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 as registered agent and agree to act in this capacity.



Signature/Registered Agent

11/29/2007
Date



Signature/Incorporator

12/1/07
Date

FILED
07 DEC 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Attachment to Initial
Articles of Incorporation of
Weiss Group Foundation Inc.**

07 DEC 24 11:03 AM
SECRETARY OF STATE
TALLAHASSEE
FILED

Article III – Purpose:

The purpose for which the Corporation is formed is exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). (This reference and all future references herein to any Section of the Code shall be deemed to include all regulations promulgated thereunder and any corresponding provision of any future United States internal revenue law and the regulations thereunder.) To the extent not inconsistent with the foregoing, the Corporation shall engage in (a) receiving and maintaining real or personal property, or both, and subject to the restrictions and limitations set forth in these Articles of Incorporation, to use and apply the whole or any part of the income and the principal exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributing to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and (b) any lawful act or activity incident to the foregoing and for which corporations may be formed under Chapter 617 of the Florida Statutes.

Article VIII – Activities:

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 Third 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 IX – Dissolution:

Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation 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 the Court of Common Pleas 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.