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FLORIDA PROFIT/NON PROFIT CORPORATION**THE SAUL AND THERESA ESMAN FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
THE SAUL AND THERESA ESMAN FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned incorporator hereby forms and establishes a not for profit corporation under Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act").

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is: "THE SAUL AND THERESA ESMAN FOUNDATION, INC." The existence of the Corporation will commence with the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE II

The street address of the initial principal office of the Corporation and the mailing address of the Corporation shall be: 2600 N. Military Trail, 4th Floor, Boca Raton, Florida 33431.

ARTICLE III

The purposes for which the Corporation is organized are:

1. To receive and administer assets and to operate and act exclusively for charitable, educational, religious, literary or scientific purposes, and/or to lessen the financial burdens of government by carrying out a grant-making program in support of other tax-exempt organizations.

2. To do all other lawful acts and exercise any and all such powers as are necessary or appropriate for, or incidental or ancillary to, the promotion, support and achievement of the foregoing purposes of the Corporation.

ARTICLE IV

1. The Corporation is organized upon a nonstock, membership basis. The initial number of members of the Corporation shall be one (1). THERESA ESMAN shall be the initial sole member of the Corporation and shall serve in such capacity from the date of incorporation of the Corporation until her death, incapacity or resignation as a member. In the event of the death, incapacity or resignation as a member of THERESA ESMAN, the Corporation shall, as of the date of her death or incapacity or effective date of her resignation as a member and without further action by the Corporation or the Board of Directors, cease permanently to have any members and from such date forward the affairs of the Corporation shall be governed exclusively by the Board of Directors.

2. The number of directors that shall constitute the whole Board of Directors of the Corporation shall be not less than three (3) or more than five (5). The initial Board of Directors shall consist of three (3)

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directors to be elected by the initial sole member of the Corporation, THERESA ESMAN, at the organizational meeting of the members of the Corporation or by written consent in lieu of such organizational meeting. Thereafter, the method of election of the directors of the Corporation by the sole member and the governance by such Board of Directors shall be set forth in the Bylaws. In the event of the death, incapacity or resignation as a member of THERESA ESMAN, the number of members of the Board of Directors of the Corporation shall, as of the date of her death or incapacity or effective date of her resignation as a member and without further action by the Corporation or the Board of Directors, be increased permanently to five (5) and the method for filling the vacancies thus created and the terms thereafter of all members of the Board of Directors shall be set forth in the Bylaws.

ARTICLE V

Notwithstanding the provisions of ARTICLE II, in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §§501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, regulations promulgated thereunder, or corresponding provisions of any subsequent United States Internal Revenue law or laws (the "Code").
2. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
3. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.
4. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.
5. No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance.
6. The Corporation shall not have authority to issue capital stock.

ARTICLE VI

1. The address and the mailing address of the initial registered office is:

Rutherford Mulhall, P.A.
2600 N. Military Trail, 4th Floor
Boca Raton, Florida 33431

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2. The name of the initial resident agent at the initial registered office is:

Charles E. Rutherford, Esquire

ARTICLE VII

The name and business address of the incorporator is:

Charles E. Rutherford, Esquire
Rutherford Mulhall, P.A.
2600 N. Military Trail, 4th Floor
Boca Raton, Florida 33431

ARTICLE VIII

1. Neither the whole nor any portion of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any member, officer, director, contributor, organizer or individual of the Corporation; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the Code.

2. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are described in Section 501(c)(3) of the Code and are exempt from Federal income tax under Section 501(a) of the Code, and whose purposes are compatible with those of the Corporation, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court of the county in which the principal office of the Corporation is then located to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

3. In the event the Corporation is determined to be a "private foundation," as that term is defined in Section 509(a) of the Code, then for the purpose of complying with the requirements of Section 508(e) of the Code, the Corporation shall:

(a) distribute such part of its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

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(c) nor make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IX

1. The terms "Director," "Officer" and "Recklessness" shall have the same definitions as set forth in Section 617.0834 of the Act, as the same presently exists or may hereafter be amended.

2. To the fullest extent permitted under Sections 607.0834 of the Act, a Director or Officer of the Corporation shall not be personally liable to the Corporation, its members, or to any person for monetary damages for breach of the Director's or Officer's fiduciary duty related to any statement, vote, decision, or failure to take an action, regarding organizational management or policy, unless:

(a) the Officer or Director breached or failed to perform his or her duties as an Officer or Director; and

(b) the Officer's or Director's breach of, or failure to perform, his or her duties constitutes:

i. A violation of the criminal law, unless the Officer or Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

ii. A transaction from which the Officer or Director derived an improper personal benefit, either directly or indirectly; or

iii. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE X

1. Pursuant to Section 617.0701 of the Act, action required or permitted by the Act to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted.

2. Pursuant to Section 617.0821 of the Act, action required or permitted by the Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board of Directors or of the committee.

IN WITNESS WHEREOF, I have subscribed my name as the sole incorporator this 24th day of April, 2008.



Charles E. Rutherford Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 617, Florida Statutes, the following is submitted:

THE SAUL AND THERESA ESMAN FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 2600 N. Military Trail, Boca Raton, Florida 33431, has named Charles E. Rutherford, Esquire, located at 2600 North Military Trail, Fourth Floor, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

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 performance of my duties.


Charles E. Rutherford, Resident Agent

4.24.08

Date

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