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ROTHSTEIN, ROSENFELDT, ADLER

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

ROTHSTEIN FAMILY FOUNDATION, INC.

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

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be **ROTHSTEIN FAMILY FOUNDATION, INC.**

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

The Corporation is organized exclusively for charitable purposes, as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, providing financial assistance to several types of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code.


ARTICLE 4

The manner in which directors are elected or appointed is as provided for in the bylaws.

ARTICLE 5

The street address of the initial registered office of the Corporation is: 401 EAST LAS OLAS BLVD., SUITE 1650, FORT LAUDERDALE, FL 33301 and the name of its initial registered agent at such address is DIANA MEYER.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.


DIANA MEYER
(Registered Agent)

ARTICLE 6

The address of the principal office and mailing address of the Corporation is:

401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is five (5).
The name and address of the persons who are to serve as members of the initial Board of Directors are:

SCOTT W. ROTHSTEIN
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

KIMBERLY A. ROTHSTEIN
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

BONNIE BARNETT
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

EDWARD J. MORSE, JR.
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

PATTI MORSE
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

ARTICLE 8

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 person, 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 purses 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 9

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 10

The name and address of the incorporator is:

DIANA MEYER
401 EAST LAS OLAS BLVD., SUITE 1650
FORT LAUDERDALE, FL 33301

DATED: May 1, 2008

Diana Meyer
DIANA MEYER, INCORPORATOR

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