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FLORIDA PROFIT/NON PROFIT CORPORATION

THE IRV AND HELGA COOPER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE IRV AND HELGA COOPER FOUNDATION, INC.
(a Florida Not for Profit Corporation)**

ARTICLE I.

NAME

The name of the corporation shall be "THE IRV AND HELGA COOPER FOUNDATION, INC." (hereinafter referred to as the "Corporation").

ARTICLE II.

CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III.

ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 515 East Las Olas Blvd., Suite 860, Fort Lauderdale, FL 33301.

ARTICLE IV.

PURPOSES

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

C. The entity is organized pursuant to Article 11(f) of The Cooper Family Trust of 2001 dated February 15, 2001, as amended and is intended to be the charitable organization described therein.

ARTICLE V.
MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Roger Haagenon	515 East Las Olas Blvd., Suite 860 Fort Lauderdale, FL 33301
Bryan Haagenon	515 East Las Olas Blvd., Suite 860 Fort Lauderdale, FL 33301
Frank Litvak	1211 Stradella Rd Los Angeles, CA 90077

ARTICLE VII.
POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII
LIMITATIONS

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 IV hereof.

B. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is **ROGER HAAGENSON**, and the street address of the Corporation's initial registered agent is 515 East Las Olas Blvd., Suite 860, Fort Lauderdale, FL 33301.

ARTICLE X.

INCORPORATOR

The name of the sole incorporator of the Corporation is **ROGER HAAGENSON** and the address of such incorporator is 515 East Las Olas Blvd., Suite 860, Fort Lauderdale, FL 33301.

ARTICLE XI.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under

§501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XII.
NO MEMBERS

The Corporation shall not have Members.

ARTICLE XIII.
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XIV.
BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

ARTICLE XV.
AMENDMENT

During the life of ROGER HAAGENSON ("Roger"), and while Roger is not Unable to Act, Roger shall solely have the right to amend these Articles, in whole or in part. If Roger is not then living or is Unable to Act, BRYAN HAAGENSON ("Bryan") shall solely have the right to amend these Articles, in whole or in part. If Roger is not then living or is Unable to Act, and Bryan is not then living or is Unable to Act, these Articles may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation; provided, however, that the first sentence/first two sentences of this Article XV shall not be subject to amendment pursuant to this sentence if Roger or Bryan is/are then living.

For the purposes of these Articles, an individual shall be "Unable to Act" if he or she is not serving as a Director of the Corporation, or if so long as such individual shall, in the opinion of two medically certified doctors, be incapable of performing his or her duties as a Director by reason of advanced age, illness, accident, or any other cause.

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The undersigned executes these Articles of Incorporation of **THE IRV AND HELGA COOPER FOUNDATION, INC.** this 9th day of JULY, 2008.



ROGER HAAGENSON, Incorporator

**CONSENT OF REGISTERED AGENT
OF
THE IRV AND HELGA COOPER FOUNDATION, INC.**

The undersigned, Roger Haagenon, having been named as registered agent to accept service of process for THE IRV AND HELGA COOPER FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


ROGER HAAGENSON
Registered Agent

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