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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**LILLIAN FEDER FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**LILLIAN FEDER FOUNDATION, INC.,**  
**a Florida Not for Profit Corporation**

The undersigned acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes adopts the following Articles of Incorporation of such corporation.

**ARTICLE I**  
**NAME AND PLACE OF BUSINESS**

The complete legal name of the Corporation is LILLIAN FEDER FOUNDATION, INC.. The principal place of business of this corporation shall be 700 North Olive Avenue, Suite #2, West Palm Beach, Florida, 33401.

**ARTICLE II**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The purposes for which the Corporation is organized are:

A. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.

  
Initials

C. 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 any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida.

#### ARTICLE IV DIRECTORS

There shall be two (2) initial Board of Directors of the Corporation, who will serve until the first election of Directors. The method of election of directors is as stated in the bylaws of the Foundation. The names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Manley H. Thaler	700 North Olive Avenue, Suite #2 West Palm Beach, FL 33401
Martin Mermelstein	295 Madison Ave., Suite 1107 New York, NY 10017

#### ARTICLE V REGISTERED OFFICE AND AGENT

The initial Registered Office of the Corporation shall be located at 700 North Olive Avenue, Suite #2, West Palm Beach, Florida 33401. The initial Registered Agent of the Corporation at that address shall be Amy E. Schultz.

#### ARTICLE VI MEMBERS

The Corporation shall have MEMBERS. Members of the Corporation shall be its Directors

and others selected by the Directors. The members of the Corporation shall have no right, title or interest whatsoever in its income, property or assets; nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subjected to any assessments.

#### ARTICLE VII INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is: Manley H. Thaler, 700 North Olive Avenue, Suite #2, West Palm Beach, Florida, 33401.

#### ARTICLE VIII CONDUCT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than two (2); provided, however, that such number may be changed by a By-Law adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years or until the next annual meeting of members following the election of Directors, and until the qualification of the successors in office. Annual meetings shall be held at the time and place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes

  
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of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation of this corporation authorized the Directors to so act. Such a statement shall be prima Facie evidence of such authority.

B. Corporate Officers: The Board of Directors shall elect the following officers: President; Vice President; Treasurer; and Secretary; and such officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

#### ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

#### ARTICLE X DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the charitable non-profit purposes as set forth herein, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer or to the benefit of any private individual.

#### ARTICLE XI DISTRIBUTION OF ASSETS

In the event of dissolution, the residual assets of the organization, after payment, or provision for payment, of all debts and liabilities of the organization, will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal

  
Initials

Revenue Code, or to the federal, state or local government for exclusive public purpose.

**ARTICLE XII  
INVESTMENTS, EXPENDITURES, DISTRIBUTION OF INCOME**

A. Distribution of Income: The corporation shall distribute income 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

B. Self-dealing: The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. Excess Business Holdings: The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

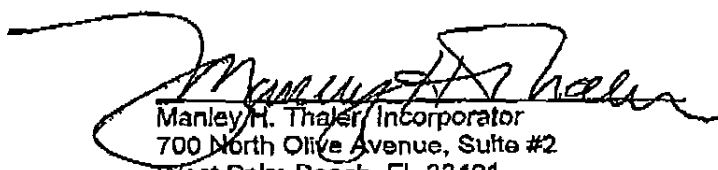
D. Investments Jeopardizing Charitable Purpose: The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. Taxable Expenditures: The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

**ARTICLE XIII  
NON-STOCK BASIS**

This Corporation is organized under a non-stock basis.

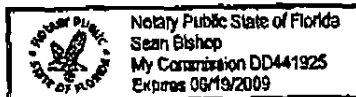
IN WITNESS WHEREOF, I have subscribed my name on this 13<sup>th</sup> day of February, 2009.

  
Manley H. Thaler, Incorporator  
700 North Olive Avenue, Suite #2  
West Palm Beach, FL 33401

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

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of February, 2009, by  
**MANLEY H. THALER**, who is personally known to me.

IN WITNESS WHEREOF, I have here set my official seal this 13<sup>th</sup> day of February, 2009.

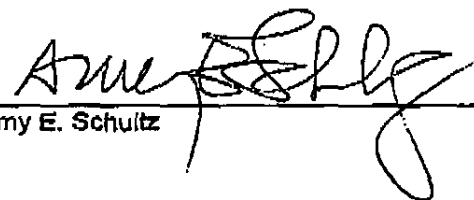


My Commission Expires:

  
 Notary Public - State of Florida  
 Print Name: [SEAL]

#### ACCEPTANCE OF REGISTERED AGENT

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.

  
 Amy E. Schultz

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