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Florida Department of State

Division of Corporations

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

ROBERT GUCCIONE SR. SAVE THE ARTS FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

ROBERT GUCCIONE SR. SAVE THE ARTS FOUNDATION, INC.

in Compliance with Chapter 617, F.S., (Not for Profit)

THE UNDERSIGNED, for the purpose of forming a Not for Profit corporation pursuant to Section 617 of the Florida Statutes, does hereby certify and set forth:

ARTICLE ONE: NAME

The name of the Corporation (the "Corporation") is:

ROBERT GUCCIONE SR. SAVE THE ARTS FOUNDATION, INC.

ARTICLE TWO: PRINCIPAL OFFICE

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

101 North Ocean Drive
Suite 151-111
Hollywood, Florida 33019

ARTICLE THREE: PURPOSE

The purpose or purposes for which the Corporation is formed are purely charitable, regardless of race, color or creed, as follows:

To support and promote the study, appreciation, preservation and exhibition of the arts and media.

To solicit funds from the general public and public and private foundations through annual giving programs, deferred giving and capital fund drives; such funds to be used exclusively as set forth above.

ARTICLE FOUR: IRS PROVISIONS

This organization is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation is organized for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

The Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3), or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation to which contributions are deductible under Code Sections 170(c)(2), 2055 or 2522.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

In any taxable year in which the Corporation is a private foundation as described in IRC Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Corporation, shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), (b) retain any excess business holdings as defined in IRC Section 4943(c), (c) make any investments in such manner as to subject the Corporation to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal Tax Laws.

ARTICLE FIVE: MANNER OF ELECTION

The manner of election or appointment of directors shall be as provided for in the bylaws.

ARTICLE SIX: INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the initial (3) directors of the Corporation are as follows:

Frank Re-Director-718S Huntington Lane, #104, Delray Beach, FL 33446
Stephen B. Lebow-Director-101 N. Ocean Drive, Ste. 151-111,
Hollywood, FL 33019
April Guccione-Director-14 Johnson Avenue, Englewood Cliffs, NJ 07632

ARTICLE SEVEN: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

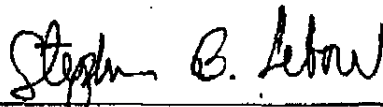
Stephen B. Lebow
101 North Ocean Drive, Suite 151-111
Hollywood, Florida 33019

ARTICLE EIGHT: INCORPORATOR

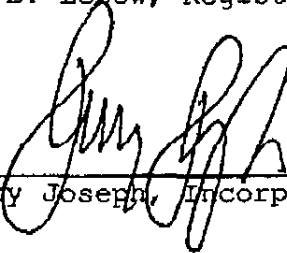
The name and address of the Incorporator is:

Jerry Joseph
C/O Esquire Corporate Networks, Inc.
99 Washington Avenue, Ste. 702
Albany, New York 12210

Having been named 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.



Stephen B. Lebow, Registered Agent



Jerry Joseph, Incorporator

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