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DIVISION OF CORPORATIONS

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02/06/2010 11:45

#431 P.001/005

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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE MARLENE BRODY ART FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

From:

02/08/2010 11:46

#431 P.002/005

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ARTICLES OF INCORPORATION  
OF

THE MARLENE BRODY ART FOUNDATION, INC.

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

2010 FEB -6 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation under Chapter 617 of the Florida Statutes, hereby certifies:

**Article I: Name**

The name of the corporation shall be: The Marlene Brody Art Foundation, Inc.

**Article II: Principal Office**

The principal street address and mailing address is: The Marlene Brody Art Foundation, Inc., c/o Marlene Brody, 1301 Bay Terrace, North Bay Village, Florida 33141.

**Article III: Purpose**

The corporation is formed to promote the study, improvement and advancement of the arts, to foster academic and professional research of art and to support public and educational exhibits of art by managing a collection of art for loan to museums, educational institutions and alternative exhibition spaces and making donations to organizations which further this purpose. The corporation has not been formed for pecuniary profit or financial gain. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article IV: Manner of Election**

The directors of the Company shall be elected in the manner set forth in the bylaws.

**Article V: Initial Directors**

The names and residences of the initial directors who will serve until the first annual meeting or until their successors are elected are: Marlene Brody, 1301 Bay Terrace, North Bay Village, Florida 33141; John H. Lavelle, c/o Lavelle & Firm, LLP, 29 British American Boulevard, Latham, New York 12110; and Kristen Accola, 441 East 20<sup>th</sup> Street, #3B, New York, New York 10010.

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**Article VI: Registered Agent**

The name and street address of the initial registered agent is Marlene Brody, 1301 Bay Terrace, North Bay Village, Florida 33141.

**Article IX: Dissolution**

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.

**Article X: Private Foundation Provisions**

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation:

- A. will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- B. will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- C. will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- D. will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- E. will not make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article VII: Incorporator**

The name and address of the incorporator is Amy L. Earing, c/o Lavelle & Finn, LLP, 29 British American Boulevard, Latham, New York 12110.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, this certificate has been subscribed this 24 day of February, 2010, by the undersigned who affirms that statements made herein are true under the penalties of perjury.

Amy L. Earing  
Amy L. Earing, Incorporator  
Lavelle & Finn, LLP  
29 British American Boulevard  
Latham, New York 12110

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.

Marlene Brody  
Marlene Brody, Registered Agent

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