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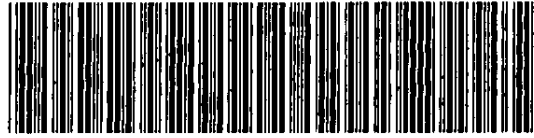
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2010 MAY 20 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bush MAY 21 2010

May 14, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Manne Family Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Manne Family Foundation, Inc., a proposed Florida not for profit corporation. Also enclosed is a check in the amount of \$70.00 (payable to the Florida Department of State) representing the filing fee for same.

Kindly see that these Articles are filed and mail a stamped copy of same to the undersigned (I have enclosed an extra copy) in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,



Robert J. Manne
2705 Hunter Road
Weston, FL 33331

Enclosures

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2019 MAY 20 PM 4: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANNE FAMILY FOUNDATION, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Not For Profit Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is the Manne Family Foundation, Inc.

SECOND: The principal office of the Corporation shall be located at 2705 Hunter Road, Weston, FL 33331. The mailing address of the Corporation is 2705 Hunter Road, Weston, FL 33331.

THIRD: The purposes for which the Corporation is formed are exclusively educational, scientific, and charitable and consist of the following:

1. The Corporation is formed exclusively for educational, scientific, and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for educational, scientific, or charitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively for educational, scientific, and charitable purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Code.

5. 501(c)(3) Limitations:

a. **Corporate Purposes:** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Code.

b. **Exclusivity:** The Corporation is organized exclusively for educational, scientific, and charitable purposes.

c. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's educational, scientific, and charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to educational, scientific, and charitable purposes no part of which shall inure to the benefit of any individual.

d. **Lobbying And Political Campaigns:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

e. **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization or to organizations recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for educational, scientific, and charitable purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of Broward County, Florida or such other county in which the Corporation's principal office is located, upon petition thereof by the Florida Attorney General or by any person concerned in the liquidation.

f. **"Private Foundation" Provisions:** In the event this Corporation is considered to be a "Private Foundation" by the United States Internal Revenue Service under provisions of the Code, the following provisions apply:

i.) The Corporation 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 Code, or the corresponding section of any future federal tax code.

ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is three which may be increased by the bylaws. The method of selection of the Board of Directors shall also be stated in the bylaws.

The name and address of the persons who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Manne	2705 Hunter Road, Weston, FL 33331
Grace N. Manne	2705 Hunter Road, Weston, FL 33331
Michael J. Manne	229 E. 29 th Street, Apartment 4F, New York, N.Y. 10016

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Manne	2705 Hunter Road, Weston, FL 33331

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it

shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such person.


EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been filed by the Florida Department of State.

Signed on May 14, 2010


Robert J. Manne, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic not for profit corporation named in the foregoing Articles of Incorporation.


Mark S. Feluren

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TALLAHASSEE, FLORIDA