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FLORIDA PROFIT/NON PROFIT CORPORATION

Richard & Gail Rubin Foundation, Inc.

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)**ARTICLE I NAME**The name of the corporation shall be: **RICHARD & GAIL RUBIN FOUNDATION, INC.****ARTICLE II PRINCIPAL OFFICE**Principal ~~street~~ address1111 Ritz-Carlton Drive
Sarasota, FL 34236**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is the following:

- (a) To accept, hold, invest, reinvest and administer contributions, bequests and devises, and to contribute the income or principal thereof exclusively for charitable, religious, literary, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and the corporation shall not carry on, or contribute to any organization that carries on, any activities which are not permitted to be carried on by a corporation exempt from tax under such section.
- (b) 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation will not engage in any sort of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation 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.
- (e) The corporation 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.
- (f) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (g) Upon the dissolution of the corporation, its 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 IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

As stated in the bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:	Rubin, Richard - President and Director
Address	1111 Ritz Carlton Drive Sarasota, Florida 34236

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Name and Title: Rubin, Gail - Vice President and Director
Address: 1111 Ritz Carlton Drive
Sarasota, Florida 34236

Name and Title: Rubin, Michael - Secretary, Treasurer and Director
Address: 201 West 89th Street
New York, NY 10024

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

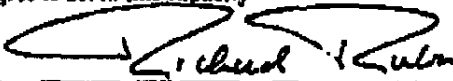
Name: Richard Rubin
Address: 1111 Ritz Carlton Drive
Sarasota, Florida 34236

ARTICLE VII INCORPORATOR

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Richard Rubin
Address: 1111 Ritz Carlton Drive
Sarasota, Florida 34236

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



Required Signature of Registered Agent
Richard Rubin

August 15, 2011

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.03, F.S.



Required signature of Incorporator
Richard Rubin

August 15, 2011

Date

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