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CARLTON FIELDS

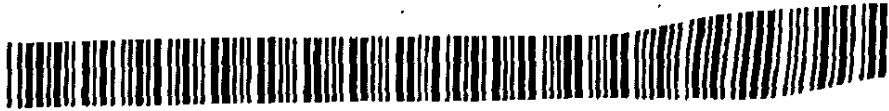
Division of Corporations

Page 1 of 1

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
IRWIN SAKS CHARITABLE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION OF
IRWIN SAKS CHARITABLE FOUNDATION, INC.**

The undersigned incorporator of these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the Florida Not For Profit Corporation Act, Chapter 17 of the Florida Statutes as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of this Corporation is: Irwin Saks Charitable Foundation, Inc. The principal place of business and mailing address are: 16855 Northeast 2nd Avenue, Suite 303, North Miami Beach, Florida 33162.

ARTICLE II

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and religious charitable purposes, including, for such purposes, providing financial assistance to Jewish and/or Israeli charitable organizations that support Jewish and/or Israeli causes described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding sections of any prior or future law.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Directors and Amendments

The method of election of directors is as stated in the Bylaws of the Corporation. The power to amend these Articles of Incorporation and the Bylaws of the Corporation and the power to elect and remove directors shall be vested solely in the Board of Directors of the Corporation.

ARTICLE V
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Eileen Trautman	100 S.E. 2 nd Street, Suite 4200 Miami, FL 33131

ARTICLE VI
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Code §§ 501(c)(3) and 170(c)(2), or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE VII
Registered Office and Agent

The street address of the registered office of the corporation is 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its registered agent at such address is CFRA, LLC.

ARTICLE VIII
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

Section 3. Private Foundation Limitations. At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation:

(a) shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;

12 JAN 11 AM 10:41

(b) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

(c) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

(d) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and

(e) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11th day of January, 2012.



Eileen Trautman, Incorporator

JAN-12-2012(THU) 16:21 CARLTON FIELDS

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12 JAN 11 AM 10:41

ACCEPTANCE BY REGISTERED AGENT


Having been named as registered agent and to accept service of process for the Corporation, at the place designated at the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 11th day of January, 2012.

Registered Agent:

CFRA, LLC, a Florida limited liability company

By:


Eileen Trautman, Authorized Representative