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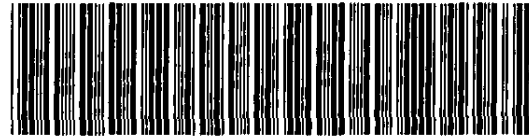
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DIVISION OF CORPORATIONS
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MCCARTHY, LEBIT, CRYSTAL & LIFFMAN CO., L.P.A.
Attorneys and Counselors at Law

Gregg S. Levy
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May 31, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation for not for profit corporation
Younker Family Foundation, Inc.

Dear Sir/Madam:

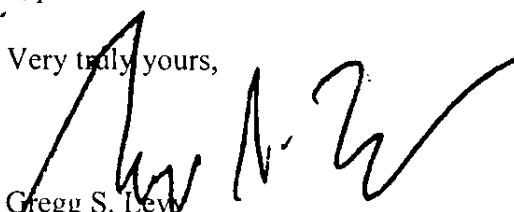
Please find the following:

1. Department of State cover letter;
2. Original and one copy of *Articles of Incorporation* ("Articles") of Younker Family Foundation, Inc.; and
3. Check in the amount of \$70.00 representing the filing fee.

Please file the Articles in accordance with your usual and customary procedures and return the copy to the undersigned in the envelope enclosed for that purpose.

Should you have any questions, please feel free to contact me.

Very truly yours,


Gregg S. Levy

GSL/mjl

cc: Kimon P. Karas, Esq.
Thomas E. Stuckart, Esq.
Enclosures

COVER LETTER

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

SUBJECT: YOUNKER FAMILY FOUNDATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gregg S. Levy, Esq.
Name (Printed or typed)

101 W. Prospect Ave, Suite 1800
Address

Cleveland, Ohio 44115
City, State & Zip

(216) 696-1422
Daytime Telephone number

gsl@mccarthybit.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

12 JUN -1 AM 10: 13

ARTICLES OF INCORPORATION
OF
YOUNKER FAMILY FOUNDATION, INC.

I, the undersigned, acting as Incorporator of a Corporation Not For Profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation shall be:
YOUNKER FAMILY FOUNDATION, INC.

SECOND: (a) The street address of the principal office of the Corporation shall be:
1119 N. Atlantic Drive
Lantana, FL 33462

(b) The mailing address of the Corporation shall be:
1119 N. Atlantic Drive
Lantana, FL 33462

THIRD: The Corporation is a not for profit corporation. The Corporation is organized and will be operated exclusively for charitable purposes, including religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended ("Code"), including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. To this end, the Corporation shall have the following powers:

(a) To receive and maintain a fund or funds of real or personal property, or both, and to apply, deal with, expend, donate, employ, and use the whole or any part of the income and principal thereof for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals within the United States of America: to make any gift or gifts to other corporations or associations organized and operated exclusively for charitable purposes similar to the

purposes of the Corporation as may be selected from time to time by the Board of Directors of the Corporation; and generally to carry on either alone or in cooperation with others any and all activities in furtherance of one or more of the said purposes;

(b) To take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, of a present or future interest, without limitation as to amount or value; to sell, convey, exchange, lease, mortgage, encumber, pledge, and dispose of any such property and to invest and reinvest the income and principal thereof; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations; and to deal with and expend the income and principal of the Corporation for any of the purposes hereinbefore set forth;

(c) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, or other political body or with any colony, dependency, or agency of any of the foregoing; and

(d) To do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

FOURTH: The Corporation shall possess all authority permitted by law; however:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that the benefit inures to persons in accordance with the carrying out or in furtherance of the Corporation's charitable purposes set forth in Article Third); and no member, director, officer of the Corporation, or any private person shall be entitled to share in the distribution of any Corporate assets in dissolution of the Corporation;
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;
- (c) During any period of time that the Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax imposed by Section 4942 of the Code;
 - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
 - (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
 - (4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and
 - (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code; and
- (d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

FIFTH: The sole class of members of the Corporation shall be its Board of Directors, and the number of members shall be the number of Directors constituting the Board of Directors. The Directors shall be admitted to the membership of the Corporation upon taking office as a Director.

SIXTH: The Corporation shall exist perpetually unless dissolved according to law.

SEVENTH: The qualifications for membership in the Corporation shall be as provided in the Bylaws of the Corporation. The authority for all affairs of the Corporation shall be in a Board of Directors who shall serve and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation, as from time to time in effect.

EIGHTH: (a) The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three (3) persons. The members of the Board of Directors shall be elected annually by the existing Directors.

(b) The initial Board of Directors and their addresses shall be:

<u>NAME</u>	<u>ADDRESS</u>
GREGG S. LEVY	1119 N. Atlantic Drive Lantana, FL 33462
GRETCHEN Y. LEVY	1119 N. Atlantic Drive Lantana, FL 33462
MARLIN E. YOUNKER	1880 S. Ocean Blvd. Manalapan, FL 33462

NINTH: The name of the registered agent and the Florida street address of the registered office of the Corporation are as follows:

DONNA M. SOTILLO
6605 South Dixie Highway, Suite 200
West Palm Beach, FL 33405

TENTH: The name and address of the Incorporator is:

GREGG S. LEVY
1119 N. Atlantic Drive
Lantana, FL 33462

ELEVENTH: The Corporation may be dissolved upon the affirmative vote of a majority of the Board of Directors of the Corporation present at a meeting held for the purposes of adopting a resolution of dissolution at which a quorum is present or, without a meeting, by the written consent of all the members of the Board of Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals, that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: Each reference in these Articles of Incorporation to a section of the Code shall include the corresponding provisions of any future federal Internal Revenue laws. Similarly, any general or specific reference to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force and hereafter amended.

THIRTEENTH: These Articles of Incorporation may be amended, altered, superseded, or repealed by the Board of Directors of the Corporation at any meeting called for such purpose at which a quorum is present, or without a meeting by the written consent of all the members of the Board of Directors: provided that any such amendment shall not adversely affect the status of the Corporation as an organization qualifying under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30th day of May, 2012. 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 SECTION 817.155 OF THE FLORIDA STATUTES.



GREGG S. LEVY, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN - 1 AM 10:19

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: May 30, 2012



DONNA M. SOTILLO, Registered Agent