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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

annette nina & martin rosenzweig foundation

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Correction!

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December 28, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ANNETTE NINA & MARTIN ROSENZWEIG FOUNDATION, INC.
REF: W12000063679

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000299404
Letter Number: 812A00030525

P.O. BOX 6327 - Tallahassee, Florida 32314



December 27, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ANNETTE NINA & MARTIN ROSENZWEIG FOUNDATION, INC.
REF: W12000063450

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000299404
Letter Number: 512A00030367

P.O BOX 6327 - Tallahassee, Florida 32314

H120002944C

ARTICLES OF INCORPORATION

OF

ANNETTE NINA & MARTIN ROSENZWEIG FOUNDATION, INC.
(a corporation not for profit)

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this Corporation is:

ANNETTE NINA & MARTIN ROSENZWEIG FOUNDATION, INC.

ARTICLE II. TERM OF EXISTENCE.

This Corporation is to exist perpetually.

ARTICLE III. The principal street address shall be: 7603 cedarwood circle Boca Raton, FL 33434

ARTICLE IV. PURPOSES.

A. This Corporation is organized and shall operate exclusively for charitable, educational, scientific and religious purposes; and to make gifts, grants, loans, and subsidies to other charitable and/or educational organizations described in Section 501(c)(3) of the Internal Revenue Code; and otherwise to engage in such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of exempt educational, charitable, religious and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying

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on such activities.

B. Solely for the above purposes, this Corporation shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time; 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 on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; and the Corporation shall not engage in any act of self dealing which would give rise to liability for the tax imposed under section 4941(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

D. No part of the income or principal of this Corporation, shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director or Officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE V MEMBERS.

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W AGENTS, INC.
2101 NW Corporate Boulevard, Suite 107
Boca Raton, Florida 33431

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII DIRECTORS.

This Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time as provided in the Bylaws of this Corporation, but shall never be less than three (3).

The names and street addresses of the initial Members of the Board of Directors are:

Annette Nina Rosenzweig
7603 Cedarwood Circle
Boca Raton, FL 33434

Martin Rosenzweig
7603 Cedarwood Circle
Boca Raton, FL 33434

Sharon Rosenzweig Lipson, Ph.D.
7603 Cedarwood Circle
Boca Raton, FL 33434

ARTICLE VIII INCORPORATOR.

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

M & W AGENTS, INC.
2101 NW Corporate Boulevard, Suite 107
Boca Raton, FL 33431

ARTICLE ~~1~~ X BYLAWS.

The Bylaws of this Corporation may be made, altered or rescinded by a two-thirds vote of the Board of Directors.

ARTICLE ~~X~~ INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every officer and every Director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an officer or Director of the Corporation, whether or not he or she is an officer or Director of the Corporation, at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or Director may be entitled.

ARTICLE ~~X~~ 1 AMENDMENTS.

Every amendment to the Articles of Incorporation shall be approved by a two-thirds vote of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State of the State of Florida, in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has
executed these Articles of Incorporation this 26 day of December, 2012.

M & W AGENTS, INC.

By: 

Jordan L. Klingsberg, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

)
) SS:
)

BEFORE ME, a Notary Public, personally appeared JORDAN L.
KLINGSBERG, a Registered Agent of M & W AGENTS, INC., to me known to be the Corporation
described as Incorporator and who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Palm Beach County, Florida, this 26 day
of December, 2012.


NOTARY PUBLIC

State of Florida at Large



DENISE K. DAVIS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE057157
Expires 3/18/2015

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Sections:

ANNETTE NINA & MARTIN ROSENZWEIG FOUNDATION, INC. desiring to organize under the laws of the State of Florida, has named M & W AGENTS, INC., located at 2101 NW Corporate Boulevard, Suite 107, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W AGENTS, INC. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 21 day of December, 2012.

M & W AGENTS, INC.

By: 

Jordan L. Klingsberg, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FL 32399