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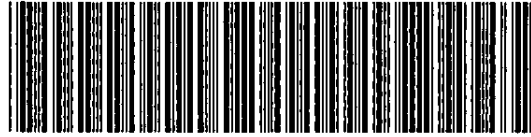
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 APR -8 PM 12:42

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MRB  
4/9/13

**REDGRAVE & ROSENTHAL<sup>LLP</sup>**  
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Jennifer E. Zakin  
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Direct Dial 561.226.7819

April 3, 2013

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

Re: Our File No. 33502-00002  
The Greenfield Family Foundation, Inc.

Dear Sir or Madam:

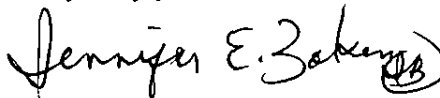
Enclosed please find the following:

1. Check in the amount of \$70.00 payable to "Department of State"; and
2. Articles of Incorporation.

Please file the enclosed Articles of Incorporation with the Florida Department of State and return confirmation of filing to me in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jennifer E. Zakin

JEZ/ib  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GREENFIELD FAMILY FOUNDATION, INC.**

**FILED**  
**13 APR -8 PM 12:42**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is The Greenfield Family Foundation, Inc. and the street address of the initial principal office of the Corporation is c/o Jesse Greenfield, 7572 Bella Verde Way, Delray Beach, Florida 33446.

**ARTICLE II**

**EFFECTIVE DATE**

This Corporation is organized effective as of the date of filing with the Florida Department of State.

**ARTICLE III**

**PURPOSE**

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

**ARTICLE IV**

**POWERS**

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers

necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (I) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### ARTICLE V

#### NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

#### ARTICLE VI

#### TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the manner and method in which they are elected or appointed shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the members and their successors shall have been duly elected and qualified. The following persons shall constitute the initial members of the Board of Directors of the Corporation: (1) Jesse Greenfield, (2) Jana Greenfield, and (3) Michelle Greenfield.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

<u>Name</u>	<u>Address</u>
Jesse Greenfield	7572 Bella Verde Way Delray Beach, Florida 33446

ARTICLE X

INCORPORATOR

The name and address of the undersigned Incorporator is:

<u>Name</u>	<u>Address</u>
Jesse Greenfield	7572 Bella Verde Way Delray Beach, Florida 33446

## ARTICLE XI

### BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

## ARTICLE XII

### DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law in accordance with the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE XIII

### GENERAL

(1) The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

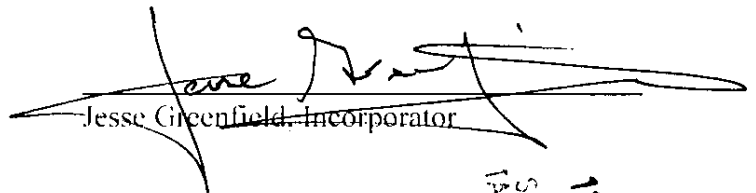
(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

(3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of March, 2013.

  
Jesse Greenfield, Incorporator

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF PALM BEACH )

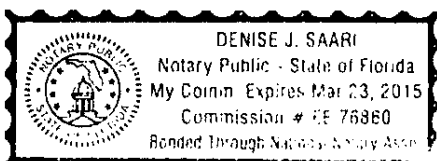
The foregoing instrument was acknowledged before me this 28 March, 2013, by Jesse Greenfield, Incorporator, who is personally known to me and who did take an oath.

FILED  
13 APR -8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Notary Public

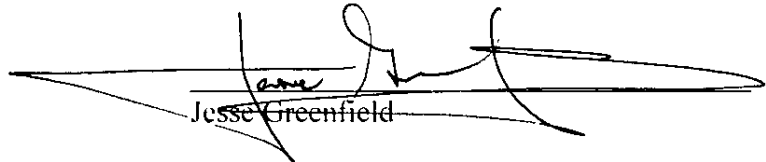
My Commission Expires: March 23, 2015

Commission Number: EE 76860



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of The Greenfield Family Foundation, Inc. as made in the foregoing Articles of Incorporation.

Dated: March 28<sup>th</sup>, 2013   
Jesse Greenfield

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA