

N13000006603

(Requestor's Name)

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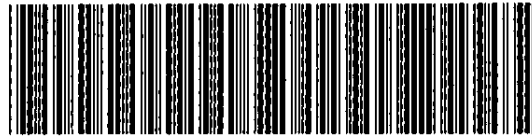
(Business Entity Name)

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MRS  
7/25/13

111559

CORPDIRECT, AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-23

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TALLAHASSEE, FLORIDA

CONTACT: Kim Weidenbach

DATE: 07/23/13

REF. #: 88403748

CORP. NAME: THE FAIRHOLM UNLIMITED FOUNDATION, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> (XX) ARTICLES OF INCORPORATION  | <input type="checkbox"/> ( ) ARTICLES OF AMENDMENT  | <input type="checkbox"/> ( ) ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ( ) ANNUAL REPORT               | <input type="checkbox"/> ( ) TRADEMARK/SERVICE MARK | <input type="checkbox"/> ( ) FICTITIOUS NAME         |
| <input type="checkbox"/> ( ) FOREIGN QUALIFICATION       | <input type="checkbox"/> ( ) LIMITED PARTNERSHIP    | <input type="checkbox"/> ( ) LIMITED LIABILITY       |
| <input type="checkbox"/> ( ) REINSTATEMENT               | <input type="checkbox"/> ( ) MERGER                 | <input type="checkbox"/> ( ) WITHDRAWAL              |
| <input type="checkbox"/> ( ) CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> ( ) OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 70005120 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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| <input type="checkbox"/> ( ) CERTIFICATE OF STATUS      |   |   |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 24, 2013

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

7/23/13

CORPDIRECT AGENTS, INC.  
ATTN: KIM WEIDENBACH  
\*\*\*WALK-IN\*\*\*

SUBJECT: THE FAIRHOLME UNLIMITED FOUNDATION, INC.  
Ref. Number: W13000041559

We have received your document for THE FAIRHOLME UNLIMITED FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles must be in numeric order. You are missing Article V.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 013A00017887

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

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13 JUL 24 PM 4:30

**ARTICLES OF INCORPORATION  
OF  
THE FAIRHOLME UNLIMITED FOUNDATION, INC.  
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

**FILED**  
**13 JUL 23 AM 8:26**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this Corporation shall be The Fairholme Unlimited Foundation, Inc. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation shall be 4400 Biscayne Blvd. 9<sup>th</sup> Floor Miami, FL 33137.

**ARTICLE III**

**Purpose**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code, and, without limitation, to promote the advancement and appreciation of the fine arts for the public benefit and, for this purpose, to establish and maintain facilities for the exhibition of works of art.

**ARTICLE IV**

**Board of Directors**

The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following five (5) persons:

Chloe Berkowitz  
Bruce Berkowitz  
Tracey Berkowitz  
Wayne Kellner  
Brian Ehrlich

**ARTICLE V**

**Members**

The Corporation shall have no members.

**ARTICLE VI**  
**Dissolution**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE VII**  
**Restrictions**

A. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

B. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of subsequent federal tax laws.

D. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

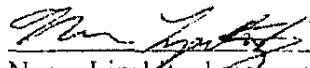
**ARTICLE VIII**  
**Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, FL 33324 and the name of its registered agent at such office is NRAI Services, Inc.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator is Noam Lipshitz, Greenberg Traurig, P.A., 401 East Las Olas Blvd. Suite 2000 Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 24<sup>th</sup> day of July, 2013.

  
\_\_\_\_\_  
Noam Lipshitz, Incorporator

**FILED**  
13 JUL 23 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of **THE FAIRHOLME UNLIMITED FOUNDATION, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 617.0501.

NRAI Services, Inc.



By: Katie Wonsch

Title: Assistant Secretary

Dated: July 23, 2013.

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13 JUL 23 11 08 26  
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TALLAHASSEE, FLORIDA