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Florida Department of State
Division of Corporations
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To: Division of Corporations
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Account Number : 072450003255
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 STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

****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
THE HARRY G. ROSENBERG FAMILY FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 26, 2013

STEWART A MERKIN
174 N.E. 96TH STREET
MIAMI, FL 33138SUBJECT: THE HARRY G. ROSENBERG FAMILY FOUNDATION, INC.
REF: W13000065315

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. The Articles of Incorporation for THE HARRY G. ROSENBERG FAMILY FOUNDATION, INC. were filed on November 25, 2013 and assigned document number W13000065315. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the filed date or effective date indicated above. It is your responsibility to remember to file your annual report in a timely manner. A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Tyrone Scott, Regulatory Specialist II
New Filings Section Letter Number: 413A00027235

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.

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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H13000260146
Letter Number: 413A00027235

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(a)

ARTICLES OF INCORPORATION
OF
THE HARRY G. ROSENBERG FAMILY FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

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ARTICLE I

NAME

The name of the Corporation is The Harry G. Rosenberg Family Foundation, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

1. The specific and primary purpose for which the Corporation is formed is:
 - (a) The Corporation is organized and shall operate for Orthodox Jewish charitable purposes only, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt Orthodox Jewish charitable purposes. In furtherance of such purposes, it may

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promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities;

(b) To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

(c) As a means and incidental to accomplishing the purposes for which the Corporation is being organized, it 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) To serve as trustee of any property, real or personal, whosoever situated either within or without the State of Florida; and

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

(d) Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c) (3); 2055(a) and 170(c) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

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ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Robert Rosenberg, 4101 Pine Tree Drive, Suite 926, Miami Beach, FL 33140.

ARTICLE VI

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

(a) The Corporation shall have no members.

(b) The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have 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. The members of the Board of Directors shall be elected or appointed pursuant to the method set forth in the Bylaws of the Corporation. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

Shelley Rosenberg, 4101 Pine Tree Drive, Suite 926, Miami Beach, FL 33140

Robert Rosenberg, 4101 Pine Tree Drive, Suite 926, Miami Beach, FL 33140

Stephen Rosenberg, 152 W. 57th St., 60th floor, New York, NY 10019

(c) Elective Officers. The officers of the Corporation shall be a president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the

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Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under these Articles of Incorporation are:

President: Robert Rosenberg
Secretary: Shelley Rosenberg
Treasurer: Shelley Rosenberg

ARTICLE VII PRINCIPAL OFFICE

The principal office of the Corporation is 4101 Pine Tree Drive, Suite 926, Miami Beach, FL 33140.

ARTICLE VIII REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE

The name and address of the Corporation's initial registered agent in the State of Florida is Stewart A. Merklin Esq., 174 N.E. 96th St., Miami, FL 33138.

ARTICLE IX EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(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 the publishing or distribution of statements) any political campaign on behalf of or against any candidate or party for public office.

(c) 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 Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent allowed by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation) by reason of the fact that he or she is or was a

director, employee, officer or agent of the Corporation.

ARTICLE XI

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

ARTICLE XIII

DISSOLUTION

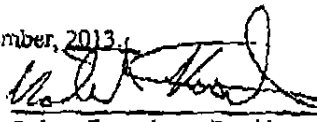
The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated for Orthodox Jewish charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located,

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exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for Orthodox Jewish charitable purposes.

The undersigned constituting the President of the Corporation has executed these Articles of Incorporation this ²⁶ day of November, 2013.



Robert Rosenberg, President

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: November ²⁶ 2013

SIGNATURE


Stewart A. Markin
Registered Agent

Filed By:
Stewart A. Markin, Esq.
174 N.E. 96th St.
Miami, Florida 33138
Tel. (305)357-5556
Fla. Bar No. 153444

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