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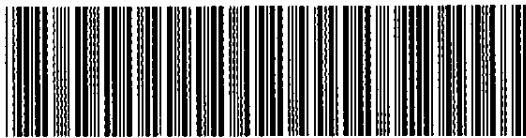
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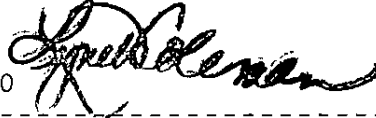
CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 993207 81372A

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : February 5, 2014

ORDER TIME : 3:36 PM

ORDER NO. : 993207-005

CUSTOMER NO: 81372A

DOMESTIC FILING

NAME: HAROLD & MURIEL BERKMAN
CHARITABLE FOUNDATION, INC.

EFFECTIVE DATE:

XX_____ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB -5 6:01

**ARTICLES OF INCORPORATION OF
HAROLD & MURIEL BERKMAN CHARITABLE FOUNDATION, INC.**

The undersigned certify that we have associated ourselves together for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, and hereby make and adopt the following articles of incorporation. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the nonprofit corporation.

ARTICLE 1. *Name.* The name of the nonprofit corporation is as follows: **HAROLD & MURIEL BERKMAN CHARITABLE FOUNDATION, INC.**

ARTICLE 2. *Address.* The address of the principal office and the mailing address of the nonprofit corporation is as follows: 3900 Newhaven Lake Drive, Wellington, FL 33449-8043.

ARTICLE 3. *Initial Registered Office and Agent.* The street address of the initial registered office of the nonprofit corporation is: 2800 Ponce de Leon Blvd., Suite 800, Coral Gables, FL 33134. The name of its initial registered agent at that address is: Nicholas E. Christin.

ARTICLE 4. *No Members.* The nonprofit corporation shall not have members and shall not issue membership certificates. The nonprofit corporation shall not issue shares of stock.

ARTICLE 5. *Not For Profit.* The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 6. *Duration.* The duration (term) of the nonprofit corporation is perpetual.

ARTICLE 7. *Purposes.* The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes including, but not limited to: enhancement of education through the granting of scholarships to undergraduate or graduate pursuing degrees in business programs with a major or specialization in marketing. Programs must be accredited by the International Association for Management Education (AACSB).

ARTICLE 8. *Powers.* Solely for the above purposes, the nonprofit corporation shall have the following powers:

A. Arrange, co-sponsor, promote and make donations and gifts to other 26 U.S.C.A. § 501(c)(3) organizations as defined by the Code for the benefit of children and educational institutions within the United States.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the nonprofit corporation.

ARTICLE 9. *Immunity Status.* It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 U.S.C.A. § 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE 10. *Limitation.* No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 11. *Tax Exempt Status.* It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 12. *Dissolution.* On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such a manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance

with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE 13. *Incorporators.* The above nonprofit corporation has four (4) initial incorporators. The name and street address of each incorporator is as follows:

- (a) Harold W. Berkman, Ph.D., 3900 Newhaven Lake Drive, Wellington, FL 33449-8043.
- (b) Muriel Berkman, M.S., 3900 Newhaven Lake Drive, Wellington, FL 33449-8043
- (c) Karen A. Berkman, Ph.D., 10242 Estuary Drive, Tampa FL 33647.
- (d) Martha Martinez-Malo, BBA, CPA, c/o Suntrust Bank, 201 Alhambra Circle, 14th Floor, Coral Gables, FL 33134

ARTICLE 14. *Board of Directors.* There shall be a board of directors consisting of six (6) initial individuals. The initial Board members shall be:

- (a) Harold W. Berkman, Ph.D., 3900 Newhaven Lake Drive, Wellington, FL 33449-8043.
- (b) Muriel Berkman, M.S., 3900 Newhaven Lake Drive, Wellington, FL 33449-8043
- (c) Karen A. Berkman, Ph.D., 10242 Estuary Drive, Tampa FL 33647
- (d) Martha Martinez-Malo, BBA, CPA, c/o Suntrust Bank, 201 Alhambra Circle, 14th Floor, Coral Gables, FL 33134
- (e) Stuart Berry, MBA, Vice President of Sun Trust Securities, 201 Alhambra Circle, 14th Floor, Coral Gables, FL 33134
- (f) Barry J. Babbin, Ph.D., Head of Department of Marketing and Analysis, College of Business, Louisiana Tech University, Ruston, LA 71272

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 15. *Officers.* The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 16. *Bylaws.* The bylaws of the nonprofit corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 17. *Amendment.* The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

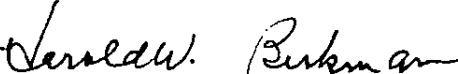
ARTICLE 18. *Indemnification and Civil Liability Immunity.* The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization, the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 19. *Commencement of Corporate Existence.* The date when corporate existence shall commence is the 1st day of December, 2013.

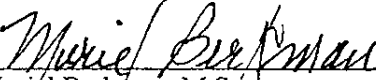
ARTICLE XX
AFFIDAVIT OF MEMBERSHIP

The undersigned incorporators of HAROLD & MURIEL BERKMAN CHARITABLE FOUNDATION, INC. certifies:


The above-named not-for-profit corporation has four (4) incorporators:



Harold W. Berkman, Ph. D.




Muriel Berkman, M.S.



Karen A. Berkman, Ph.D.

FL Driver License
B025 SC1547510



Martha Martinez-Malo, BBA, CPA

STATE OF FLORIDA)
COUNTY OF Palm Beach)

SS:

BEFORE ME, the undersigned authority, personally appeared Harold W. Berkman, Ph.D., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 12th day of Nov, 2013.

Syeda Idrisi
Notary Public

My Commission Expires: 12/16/2016

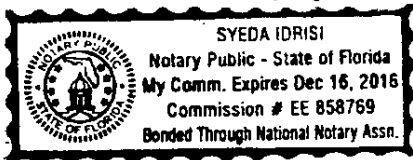
STATE OF FLORIDA)
COUNTY OF Palm Beach)

SS:



BEFORE ME, the undersigned authority, personally appeared Muriel Berkman, M.S., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 12th day of Nov, 2013.



Syeda Idrisi
Notary Public

My Commission Expires: 12/16/2016

STATE OF FLORIDA)
)
COUNTY OF USA)

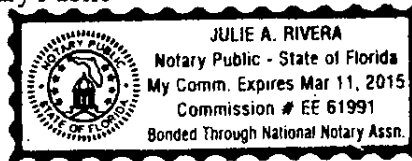
SS:

BEFORE ME, the undersigned authority, personally appeared Karen A. Berkman, Ph.D., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 15th day of Nov., 2013.

Julie Rivera
Notary Public

My Commission Expires:



STATE OF FLORIDA)
)
COUNTY OF Miami-Dade)

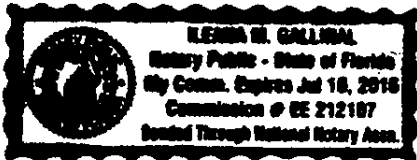
SS:

BEFORE ME, the undersigned authority, personally appeared Martha Martinez-Malo, BBA, CPA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 21 day of JANUARY, 2013.

Barbara
Notary Public

My Commission Expires:



ARTICLE XIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the nonprofit corporation is the HAROLD & MURIEL BERKMAN CHARITABLE FOUNDATION, INC.

The address of the initial registered office of the nonprofit corporation is 2800 Ponce de Leon Blvd., Suite 800, Coral Gables, FL 33134, and the name of the company's initial registered agent at that address is NICHOLAS E. CHRISTIN.

The undersigned, being an original member of the nonprofit corporation, certifies that this instrument constitutes the proposed Articles of Organization of the HAROLD & MURIEL BERKMAN CHARITABLE FOUNDATION, INC.

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent.

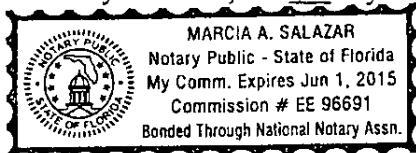
Executed by the undersigned at Miami-Dade County, Florida, this 5th day of February, 2014.

NICHOLAS E. CHRISTIN (SEAL)
NICHOLAS E. CHRISTIN

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 5th day of February, 2014.



Marcia A. Salazar
Notary Public

My Commission Expires: