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FLORIDA PROFIT/NON PROFIT CORPORATION

Judith Zachs Charitable Foundation, Inc.

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ARTICLES OF INCORPORATION

of

JUDITH ZACHS CHARITABLE FOUNDATION, INC.

(a Florida Not For Profit Corporation)

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I. NAME

The name of the corporation is:

JUDITH ZACHS CHARITABLE FOUNDATION, INC.

and the principal place of business and mailing address are:

20090 Boca West Drive, #342
Boca Raton, FL 33434

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. PURPOSE

The corporation is a not for profit corporation. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (hereinafter "Code").

ARTICLE IV. DIRECTORS AND MANNER OF ELECTING DIRECTORS

The corporation shall have, initially, three (3) directors. The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

JUDITH M. ZACHS
20090 Boca West Drive, Apt. 342
Boca Raton, FL 33434

FRANK T. ADAMS
2699 South Bayshore Drive
7th Floor
Miami, Florida 33133

CLIFFORD S. GELBER
2300 NW Corporate Blvd., Suite 241
Boca Raton, FL 33431

The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE V. STOCKHOLDERS/MEMBERS

- A. No Stockholders. The corporation is organized upon a non-stock basis.
- B. *No Member.* The corporation shall not have any members.

ARTICLE VI. DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Code, or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII. MISCELLANEOUS

A. *Distribution of Income.* The corporation shall distribute its income for each tax 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.

B. *Self-dealing.* The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

C. *Excess Business Holdings.* The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. *Investments Jeopardizing Charitable Purpose.* The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

E. *Taxable Expenditures.* The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

ARTICLE IX. INCORPORATOR

The name and address of the Incorporator is:

Frank T. Adams, Esq.
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and in the manner provided in the Bylaws.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner prescribed in the Act. The Articles may be amended as approved by a majority vote of the board of directors.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county 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.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, under the Florida Not For Profit Corporation Act, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 18th day of February, 2014.


FRANK T. ADAMS, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of JUDITH ZACHS CHARITABLE FOUNDATION, INC. in the foregoing Articles of Incorporation, CORPCO, INC. hereby acknowledges that it is familiar with the obligations of a registered agent and agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

IN WITNESS WHEREOF, as said registered agent, we have caused this statement to be signed on this 18th day of February, 2014.

CORPCO, INC.

By: 
Frank T. Adams, Vice President