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Division of Corporations

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MICHAEL S. KLEIN CHARITABLE FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
MICHAEL S. KLEIN CHARITABLE FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED PURSUANT TO CHAPTER 617, FLORIDA STATUTES

ARTICLE ONE
NAME

The name of the Company is: Michael S. Klein Charitable Foundation, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 1720 Sabal Palm Drive, Boca Raton, Florida 33432.

ARTICLE THREE
DURATION

The term of existence of the Company is perpetual and the corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE FOUR
PURPOSE

(A) The Company is organized exclusively for charitable, religious, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

(B) No part of the net earnings of the Company shall inure to the benefit of or be distributable to any member, trustee, director, or officer of the Company, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company), and no member, trustee, director, or officer of the Company or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Company.

(C) No substantial part of the activities of the Company shall be carrying on propaganda or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) Notwithstanding any other provision of these articles, the Company shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax

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under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(E) Upon the dissolution of the Company, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Company and not more than ten (10). Directors may be added or removed from time to time by the majority vote of Directors then serving following the procedures for appointment and removal of Directors as specified in the Company's Bylaws.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Michael Klein	1720 Sabal Palm Drive Boca Raton, Fl 33432
Warren Klein	200 Henry Street, Apt 1105 Stamford, CT 06902
Lillian Klein	43 West 76 th Street, Apt 1A New York, NY 10023
Nataraja Klein	2701 Broadway Street San Francisco, Ca 94115

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Company authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX **MANNER OF ELECTION**

The Company shall be governed by its Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Company, committees composed of directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE SEVEN **MEMBERSHIP**

Unless otherwise provided in the Company's Bylaws, the Company shall not have any members and shall be considered a non-membership organization.

ARTICLE EIGHT **NONSTOCK CORPORATION**

The Company shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the Company shall not be issued.

ARTICLE NINE **BYLAWS**

The first Bylaws of the Company will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Directors.

ARTICLE TEN **AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one percent (51%) of the Directors, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

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**ARTICLE ELEVEN
INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

Name

Address

Mark J. Nowicki, Esquire

480 Maplewood Drive
Suite 2
Jupiter, Florida 33458

IN WITNESS WHEREOF, the undersigned Incorporator does hereby set his hand and seal
this 19th day of November, 2014.



Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 Florida Statutes, the following is submitted:

Michael S. Klein Charitable Foundation, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 1720 Sabal Palm Drive, Boca Raton, FL 33432 has named Mark J. Nowicki, Esquire located at 480 Maplewood Drive, Suite 2, Jupiter, Florida 33458 as its agent to accept service of process within Florida.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said company authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.


Mark J. Nowicki, Esquire

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TALLAHASSEE, FLORIDA

LA1059 MICHAEL S KLEIN PRIVATE FOUNDATION 2014 CHARITABLE FOUNDATION ARTS OF PRINCIPAL

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