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Email Address: cliff.viner@avmltd.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Eda and Cliff Viner Community Scholars Foundation, Inc.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**EDA AND CLIFF VINER COMMUNITY SCHOLARS FOUNDATION, INC.**

**A CORPORATION NOT FOR PROFIT**

This is a nonprofit corporation, organized exclusively for general educational, charitable and scientific purposes pursuant to the Florida Corporation's Not For Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE I**

**CORPORATE NAME AND ADDRESS**

The name of the Corporation is: Eda and Cliff Viner Community Scholars Foundation, Inc. The street address of the initial principal office and the mailing address of the Corporation is: c/o AVM, L.P., 777 Yamato Road, Suite 300, Boca Raton, FL 33431.

**ARTICLE II**

**DURATION**

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Office of the Secretary of State.

**ARTICLE III**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which the Corporation is formed are:

A. For the advancement of charitable, educational and scientific purposes, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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## ARTICLE IV

DIRECTORS ADMISSION

The qualification for directors and the manner of their admission shall be regulated by the By-Laws of this Corporation.

## ARTICLE V

REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is c/o AVM, L.P., 777 Yamato Road, Suite 300, Boca Raton, FL 33431, and the name of the registered agent at such address is Clifford G. Viner.

## ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be three (3); provided, however, that such number may be increased or decreased (but not below three) by the Board of Directors from time to time as provided in the By-Laws.

## ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Clifford G. Viner	c/o AVM, L.P. 777 Yamato Road, Suite 300 Boca Raton, FL 33431
Eda Viner	c/o AVM, L.P. 777 Yamato Road, Suite 300 Boca Raton, FL 33431
Jeffrey A. Deutch	7777 Glades Road, Suite 300 Boca Raton, FL 33434

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#### ARTICLE VIII

##### CORPORATE NATURE

This Corporation is not authorized to issue capital stock.

#### ARTICLE IX

##### EARNINGS AND ACTIVITIES OF THE CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members (if any), 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 payment and distributions in furtherance of the purposes as set forth in Article III hereof.

B. No 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 any candidate for public office or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE X

##### DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.

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Fax Audit Number: H15000117812 3**ARTICLE XI****DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), 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, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII****NO VIOLATION**

The Corporation will not knowingly or willfully violate any provisions of Chapter 42 of the Internal Revenue Code.

**ARTICLE XIII****INCORPORATOR**

The name and address of the Incorporator of this Corporation is as follows: Clifford G. Viner, c/o AVM, L.P., 777 Yamato Road, Suite 300, Boca Raton, FL 33431.

**ARTICLE XIV****INDEMNIFICATION**

This Corporation may indemnify and insure its Officers and Directors to the fullest extent permitted by law.

The undersigned, being the Incorporator of this Corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 14 day of May, 2015.

  
\_\_\_\_\_  
Clifford G. Viner, IncorporatorFax Audit Number: H15000117812 3

MAY. 14. 2015 11:50AM

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Clifford E. Vincz, Registered Agent

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STATE OF FLORIDA  
TALLAHASSEE

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