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Account Number : 110980000030  
Phone : (305)538-2344  
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FLORIDA PROFIT/NON PROFIT CORPORATION

George Friedland Foundation, Inc.

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S. GILBERT

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**ARTICLES OF INCORPORATION OF GEORGE FRIEDLAND FOUNDATION, INC.**  
**A Florida Corporation, Not for Profit.**

FIRST: The name of the Corporation shall be GEORGE FRIEDLAND FOUNDATION, INC.

SECOND: The place in Florida where the principal office of the Corporation is to be located is 767 Arthur Godfrey Road, Miami Beach, Miami-Dade County, Florida 33140.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including for such purposes

(A) Increasing public awareness of America's artistic heritage;

(B) Supporting education and research in the arts and entertainment, including presentations by means of exhibits, symposia, publications and other educational programs;

(C) Conducting or supporting programs for young entertainers; and

(D) Making distributions to historical societies, preservation organizations, museums and universities, and other organizations that qualify as exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954 as amended (hereinafter "Code");

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

FOURTH: The initial member of the Corporation (hereinafter "Member") shall be the Incorporator. The Code of Regulations may make additional provisions with regard to the Member or Members of the Corporation including the manner of admission to Membership.

FIFTH: The following persons shall serve the Corporation as officers and trustees until the first annual meeting called to elect trustees:

Paul B. Steinberg, President and Trustee 767 Arthur Godfrey Road, Miami Beach, FL 33140

Rose King Friedland, Vice President and Trustee 10155 Collins Avenue, PH 10, Bal Harbour, FL 33154

Sulvanne Benjamin, Secretary and Trustee 10155 Collins Avenue, PH 10, Bal Harbour, FL 33154

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or private individuals, 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 Third hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, and as an organization described in Section 501(c)(3) thereof. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any

H15000168271

H15000168271

candidate for public office.

SEVENTH: Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of said Code), retain any excess business holdings (as defined in Section 4943(c) of said Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4945(d) of said Code).

EIGHTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the Board of Trustees shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article Sixth only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

NINTH: The affirmative vote of two-thirds of the whole number of Members then serving shall be required to adopt or approve the following actions:

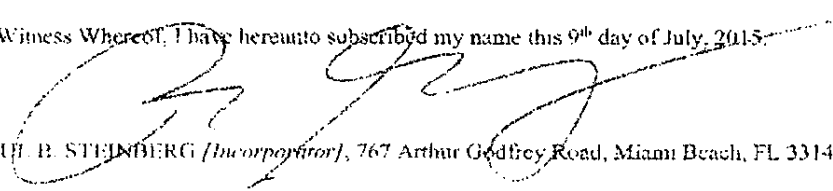
(A) Liquidation or dissolution of the Corporation;

(B) Merger, consolidation or transfer of substantially all the assets of the Corporation; and

(C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Code of Regulations of the Corporation or adoption of new Articles of Incorporation or Code of Regulations.

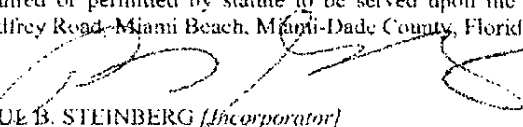
TENTH: Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

In Witness Whereof, I have hereunto subscribed my name this 9<sup>th</sup> day of July, 2015.


  
PAUL B. STEINBERG [Incorporator], 767 Arthur Godfrey Road, Miami Beach, FL 33140-3413.

ORIGINAL APPOINTMENT OF AGENT

The undersigned, the Incorporator of the GEORGE FRIEDLAND FOUNDATION, INC. hereby appoints Richard L. Steinberg, Esq., a natural person residing in the State of Florida, as the Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 767 Arthur Godfrey Road, Miami Beach, Miami-Dade County, Florida 33140.

  
PAUL B. STEINBERG [Incorporator]

I hereby accept appointment as Agent of your corporation upon whom any process, tax notice or demand may be served.

  
RICHARD L. STEINBERG, ESQ., RESIDENT AGENT.

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