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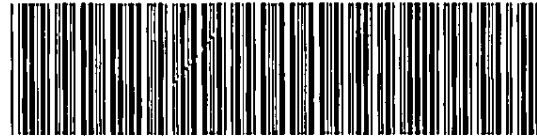
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ARTICLES OF INCORPORATION
OF
THE SAUL AND PAULINE GITTLEMAN FOUNDATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I
NAME

The name of the Corporation shall be: **THE SAUL AND PAULINE GITTLEMAN FOUNDATION, INC.**

ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS

The principal office of the Corporation shall be located at **2600 N.E. 14th Street Causeway, Pompano Beach, FL 33062.**

The mailing address of the Corporation shall be **2600 N.E. 14th Street Causeway, Pompano Beach, FL 33062.**

ARTICLE III
GENERAL NATURE OF BUSINESS

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 from time to time (herein referred to as the "Code"), or corresponding section of any future Federal tax laws, including, by way of example and not limitation: (i) 501(c)(3) organizations anywhere within the United States that foster and promote the humane treatment for animals; (ii) 501(c)(3) organizations anywhere within the United States which provide help and services for veterans of the United States Military; and; (iii) 501(c)(3) organizations anywhere within the United States, which provide assistance to individuals who have dire financial and emotional needs.

The general nature, object, purpose and powers of the Corporation shall be to generally carry out the purposes described hereinabove, to raise funds through contributions and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under

and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, agents, 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.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, State, or local laws.

C. The Corporation shall not: (1) operate for the purpose of carrying on a trade or business for profit; (2) engage in any prohibited transactions as described in § 503 of the Code; or (3) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

A. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, option or otherwise dispose of and deal in any bonds, securities, evidences of indebtedness or personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, option or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership; however, said activities shall at all times be subservient to and in furtherance of the charitable religious, educational and scientific purposes of the Corporation.

B. To receive contributions, gifts, bequests and devises, and to accept transfers and assignments of money, real or personal property, from any person, trust, firm, corporation or association, subject to such conditions, charges and retained, reserved or contracted for estates, life estates, interests, annuities, or periodic payment obligations as may exist or be agreed upon, the foregoing to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular or irregular contributions to the Corporation for its objects and purposes.

C. To establish and maintain an office or offices, and to employ such assistance, clerical force, agents and employees as may be necessary and proper in the judgment of the Board of Directors; and to pay reasonable compensation for services performed by persons so retained or employed, including Directors and officers of the Corporation, and to reimburse out of earnings or capital, such persons for expenses they may pay or incur while acting for the Corporation and in furtherance of its purposes.

D. To distribute, from time to time in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions and other property received by it, including net earnings on its property and investments, but only in carrying out the objects of the Corporation and in the furtherance of its purposes; and to distribute and apply its earnings and property, as aforesaid, either directly for the Corporation's purposes, or indirectly therefor by means of contributions or gifts to corporations, trusts, funds, associations or other organizations organized exclusively for such purposes and no part of whose net earnings shall or may inure to the benefit of any private Director, shareholder or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation.

E. To contract and be contracted with, including, without limitation, the power to borrow or lend money, to mortgage, pledge, option or hypothecate assets; in connection with any authorized transaction; to execute or issue and deliver any appropriate document or writing, including, without limitation, bonds, debentures, notes, checks, leases, deeds, options, assignments and bills of sale, and to sue and be sued.

F. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501 (c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

G. To adopt and use a corporate seal, if desired and deemed necessary, but this shall not be compulsory unless required by law.

H. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed and in general to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501

(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

J. All of the above and the foregoing are to be construed both as objects and powers and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation, except that no part of the net earnings of the Corporation shall in any manner, including any dissolution, inure to the benefit of any Director, officer, employee, person or persons having a personal or private interest in the affairs of the Corporation, and the Corporation shall have no power to issue stock or in any manner constitute any individual or individuals as shareholders in the sense that any part of the net income of the Corporation would inure to the benefit of such shareholder or shareholders. Upon any dissolution of the Corporation, the assets, after payment of debts and charges and reasonable necessary expenses of dissolution, shall be distributed, pursuant to law, whether by court decree or in such other manner as may now or hereafter be authorized by statute to or in furtherance of the benevolent or charitable purposes in these Articles of Incorporation or to one or more organizations which would then qualify under §501 (c) (3) of the Internal Revenue Code of 1954 and Regulations now existing or as they may be hereafter amended, provided such organization or organizations be described in §170(b) (1) (A) (other than in clauses (vii) or (viii), each having been in existence and so described for a continuous period of at least sixty calendar months.

ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII DIRECTORS

The number of Directors of the Corporation shall be not less than three (3) or more than seven (7) and as fixed from time to time by the Directors. Any adult of good character, integrity and prudence is qualified for Directorship and may be elected at any annual or special meeting of Directors held for that purpose by a vote of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Directors shall be elected until their respective successors are elected and have qualified. No Director shall be personally liable to the creditors of the Corporation for any of the debts or liabilities of the Corporation. No Director shall be liable to any assessment. No Director shall have the right to sell or transfer his or her Directorship or his or her rights or privileges as such, or to substitute another person as a

Director in his or her place. Any person ceasing to be a Director, whether voluntarily or by expulsion or by death, shall forfeit all rights and privileges of Directorship. The Board of Directors, by a majority vote, shall have the right and power to expel any Director of the Corporation with or without cause. Provisions for special meetings of Directors shall be made in the Bylaws of the Corporation. The annual meeting of Directors shall be held during the first quarter of each calendar year, at a time and place to be determined by the Board of Directors, or on such other day in lieu thereof as may be provided for in the Bylaws or by the Board of Directors acting pursuant to the Bylaws.

The names and addresses of the initial Directors who shall serve as the Board of Directors until their successors are elected and qualified are as follows:

DIRECTOR NAME:

ADDRESS:

FREDERICK R. MACLEAN, SR.

**2220 N.E. 43RD STREET
LIGHTHOUSE POINT, FL 33064**

ANNE B. MACLEAN

**2220 N.E. 43RD STREET
LIGHTHOUSE POINT, FL 33064**

KAREN E. KENNEDY

**2921 N.E. 11TH AVENUE
POMPANO BEACH, FL 33064**

**ARTICLE IX
OFFICERS**

The Officers of this Corporation shall be a President, a Secretary, and a Treasurer, and any such other officers as the Board of Directors may determine from time to time. They shall be elected by the Board of Directors at each annual meeting of the Board of Directors, or at any special meeting thereof, and may be discharged at any time by said Board of Directors. Officers must be Directors.

The President shall: (1) have the general management and control of all the property and affairs and business of said Corporation and shall exercise all the powers and be responsible for the performance of all the duties and policies of said Corporation, subject however to the control of the Board of Directors; (2) preside at all meetings of the Directors of the Corporation; (3) appoint and remove agents and employees of the Corporation; (4) have the independent authority to disburse funds and to sign all checks for the payment of money in accordance with the directions of the Board of Directors (the treasurer shall be provided with the same independent

authority below); (5) sign all deeds, mortgages, and other written instrument of the Corporation; and, (6) the performance of all other tasks that may be directed by the Board of Directors.

The Secretary shall: (1) have custody (or arrange with the Corporation's legal counsel to maintain custody) of these Articles of Incorporation, Bylaws, corporate seal and such other books and records of the Corporation as the Board of Directors shall direct; (2) seal and attest all deeds, mortgages, and other written records and instruments of said Corporation; (3) keep a list of all the Directors of the Corporation, their home and office addresses and their email addresses as updated by the Directors from time to time; and, (4) keep a record of the votes and minutes of meetings of the Directors of the Corporation and shall have the custody of all the books, records, seal, papers, and other documents of said Corporation.

The Treasurer shall be the chief financial officer of the Corporation. Under the direction of the Board of Directors, the treasurer shall: (1) have custody and control of all the funds and securities of the Corporation; (2) keep accounts of all moneys, properties and effects of the Corporation; (3) deposit all money and checks of this Corporation to the credit of this Corporation in such bank or banks or other institution as the President shall designate; (4) have the independent authority to disburse funds and to sign all checks for the payment of money in accordance with the directions of the Board of Directors (the president shall be provided with the same independent authority above); (5) shall render an account of all financial transactions of the Corporation and of the financial condition of the Corporation, pursuant to generally accepted accounting practices (GAAP); and, (6) to perform such other duties as may be assigned to the Treasurer by the President or by the Board of Directors.

The name and address of each initial officer of the Corporation and his or her respective office are as follows:

OFFICER NAME & ADDRESS:

OFFICE:

**FREDERICK R. MACLEAN, SR.
2220 N.E. 43RD STREET
LIGHTHOUSE POINT, FL 33064**

PRESIDENT

**ANNE B. MACLEAN
2220 N.E. 43RD STREET
LIGHTHOUSE POINT, FL 33064**

TREASURER

**KAREN E. KENNEDY
2921 N.E. 11TH AVENUE
POMPANO BEACH, FL 33064**

SECRETARY

**ARTICLE X
BYLAWS AND AMENDMENTS**

A. The Bylaws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The Bylaws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

B. The provisions of these Articles of Incorporation may be amended, altered or rescinded by a majority vote of the Board of Directors of the Corporation.

**ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 2600 N.E. 14th Street Causeway, City of Pompano Beach, State of Florida 33062. The name of its initial registered agent at that address is MacLean & Ema, P.A.

**ARTICLE XII
DISTRIBUTION UPON 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 Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by the United States District Court, having jurisdiction over the county in which the principal office of the Corporation is then situated, exclusively for and in furtherance of the charitable, educational and religious purposes set forth in these Articles of Incorporation.

**ARTICLE XIII
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS**

The Corporation shall operate as a private foundation as defined in §509(a) of the Code, the following provisions shall become operative:

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

B. The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

C. The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

D. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

E. The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE XIV
INCORPORATORS**

The name and address of the incorporator is as follows:

ADAN A. AULET, JR., ESQ.
MACLEAN & EMA, P.A.
2600 N.E. 14TH STREET CAUSEWAY
POMPANO BEACH, FL 33062

CERTIFICATION

We, the undersigned, being the incorporators of this **THE SAUL AND PAULINE GITTLEMAN FOUNDATION, INC.**, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these articles of incorporation pursuant to the provisions of section 617.0202, Florida Statutes on August 10, 2018.

WITNESS OUR HANDS AND SEALS ON THIS TENTH (10TH) DAY OF AUGUST, 2018.

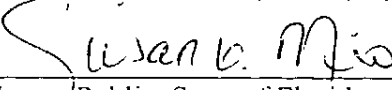


ADAN A. AULET, JR., INCORPORATOR

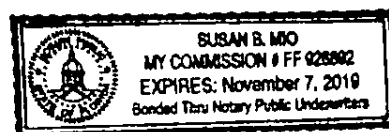
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Adan A. Aulet, Jr., Esq., as incorporator of The Saul and Pauline Gittleman Foundation, Inc., known to me to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he has executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pompano Beach, in said County and State, this 10th day of August, 2018



Notary Public, State of Florida at Large
Seal:



FREDERICK R. MACLEAN
ANNE B. MACLEAN
CHRISTOPHER J. EMA
LAURA G. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.*
AIMEE K. ARCE

MACLEAN & EMA P.A.
Attorneys and Counselors at Law

OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

* ALSO ADMITTED IN ILLINOIS

August 10, 2018

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for The Saul and Pauline Gittleman Foundation, Inc.

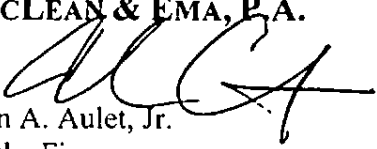
Dear Sir or Madam,

Enclosed please find Articles of Incorporation for The Saul and Pauline Gittleman Foundation, Inc., a Florida not-for-profit corporation, along with a check in the amount of \$70.00 as the filing fee for same.

Please feel to call me should you require anything further.

Very Truly Yours,

MACLEAN & EMA, P.A.


Adan A. Aulet, Jr.
For the Firm

Encl. as noted.

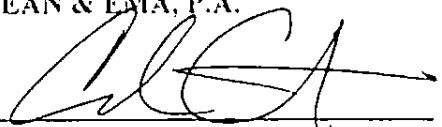
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **THE SAUL AND PAULINE GITTLEMAN FOUNDATION, INC.**, a Florida Corporation not-for-profit, at the place designated in Article XI of the attached Articles of Incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:

MACLEAN & EMA, P.A.

By: _____


ADAN A. AULET, JR., ESQ.
FOR THE FIRM

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
18 AUG 13 AM 9:14
TALLAHASSEE, FLORIDA