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FLORIDA PROFIT/NON PROFIT CORPORATION

The David Tepper Charitable Foundation Inc.

Certificate of Status	0
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FEB 25 2020

ARTICLES OF INCORPORATION
OF
THE DAVID TEPPER CHARITABLE FOUNDATION INC.

Notice is hereby given that the undersigned incorporator, being of full age, for the purposes of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is: **THE DAVID TEPPER CHARITABLE FOUNDATION INC.**, hereinafter referred to as “the Foundation” or “the Corporation” as the context may require or admit.

ARTICLE II – CORPORATE PURPOSE

The goal and purpose of the Corporation shall be for the advancement of the philanthropic, educational, scientific and religious activities and purposes of the David Tepper Revocable Living Trust in Miami Beach, Florida, 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, or the corresponding section of any future federal tax code.

ARTICLE III – MANNER OF ELECTION

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

ARTICLE IV – EXISTENCE AND DURATION

Existence of the Foundation commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Foundation shall exist in perpetuity.

ARTICLE V – MANAGEMENT

The affairs of the Foundation shall be managed by a Board of Trustees, elected or appointed as provided in the by-laws.

ARTICLE VI – INITIAL OFFICERS AND TRUSTEES

The names and addresses of the officers and trustees who are to manage the Foundation until the first annual meeting are:

NAME:

MAILING/STREET ADDRESS:

Chaim Gidali
Beach, FL 33160

17395 N Bay Road, Suite 108, Sunny Isles

Efrat Shoshan Fedida
Beach, FL 33160

17395 N Bay Road, Suite 108, Sunny Isles

Jeffrey Feinberg, Esquire
FL 33021

4651 Sheridan Street, Suite 200, Hollywood,

ARTICLE VII – BYLAWS AND AMENDMENTS TO
THE ARTICLES OF INCORPORATION

The bylaws of the Foundation shall be made or amended by majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Trustees; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Foundation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

The Articles of Incorporation of this Corporation may be amended or additional provision added or adopted by a two-thirds vote of the Board of Trustees present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each trustee at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE VIII – GENERAL

All income and assets of the Foundation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes as directed by the Board of Trustees. This Foundation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the foundation shall be distributed to its members, trustees, officers or incorporator; provided that the Foundation may reimburse expenses or pay compensation in a reasonable amount to its members, trustees, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX – INCORPORATOR

The names and address of the Incorporator is as follows:

Jeffrey Feinberg, Esquire
4651 Sheridan Street, Suite 200

Hollywood, FL 33021

ARTICLE X – REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Foundation under the laws of the State of Florida, hereby designates the Corporation's Principal/Registered office to be located at 4651 Sheridan Street, Suite 200, Hollywood, FL 33021, and hereby designates and appoints Jeffrey Feinberg, attorney at law, as the Registered Agent of the Corporation, to accept services of process within this State, to serve in such capacity until his successors are selected and duly designated.

ARTICLE XI – INDEMNIFICATION

The Foundation shall indemnify an officer, director or employee of the Foundation, or any former officer, director or employee of the Foundation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII – PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII – DEDICATION OF ASSETS

The Foundation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose. 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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent [Signature] Date 2/24/2020
Signature of Incorporator [Signature] Date 2/24/2020

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was signed before me by means of physical presence or online notarization, this 24th day of February by Jeffrey Feinberg who subscribed his name to the foregoing Articles of Incorporation, and who has acknowledged before me that he executed such Articles of Incorporation of the purposes therein expressed. He is personally known to me or has produced _____ as identification.

[Notary Seal]



[Signature]
Notary Public
Patricia N Velazco

Name typed, printed or stamped
My Commission Expires: 20

11:12:41