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REPLY TO

P.O. Box 8020

HALLANDALE, FLORIDA 33008

(BROWARD) (305) 523-6801

TELECOPIERS

MAIN (305) 936-9502

REAL ESTATE (305) 932-6043

LITIGATION (305) 936-2793

ALAN J. KAN

(1947 - 1994)

195000000149

Of Counsel

MARCY S. REISNIK

December 14, 1994

VIA FEDERAL EXPRESS

Florida Department of State

P.O. Box 5588

Tallahassee, Florida 32301

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-12/16/94--01033--001

*****78.75 *****78.75

Re: The Elizabeth Susan Weiss Memorial Foundation, Inc., a Florida not-for-profit corporation
Our File No: 2250.06

Dear Sir or Madam:

Enclosed please find two copies of the Articles Incorporation of The Elizabeth Susan Weiss Memorial Foundation, Inc., together with our firm's check in the amount of \$78.75 representing the filing fee and the cost for a certificate of status. Kindly process same and return the certificate of status and a stamped copy of the Articles of Incorporation to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

Alan B. Schneider
ALAN B. SCHNEIDER
For the Firm

called add

*Alexander J. Weiss as
director*

ABS/rtc
Enclosures

cc: Dr. Laurence Weiss

ABS/2250.6/29575.01/rtc

*Dmc
12/20/94*

1-11-95

FILED
DEC 11 PM 3:13
DEPT. OF STATE
TALLAHASSEE, FLORIDA

BEDZOW, KORN & KAN, P. A.

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LITIGATION (305) 936-2795

ALAN J. KAN

(1947 - 1994)

January 4, 1995

VIA FEDERAL EXPRESS

Ms. Karon Beyer, Bureau Chief
Bureau of Recordings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: The Elizabeth S. Weiss Memorial Foundation, Inc., a Florida not for profit
corporation
Our File No: 2250.6

Dear Ms. Beyer:

Pursuant to our conversation of December 23, 1994, enclosed please find an original and one copy of the Articles of Incorporation of the Elizabeth S. Weiss Memorial Foundation, Inc. along with a copy of Doris McDuffie's December 21, 1994 letter to the undersigned. As indicated on Ms. McDuffie's letter, you already have the \$78.75 filing fee. Kindly process the enclosed Articles and return a Certificate of Status and a stamped copy of the Articles of Incorporation to the undersigned in the self addressed, stamped envelope provided for your convenience.

Thank you for your time and assistance with this matter. Should you have any questions or require any further information, please do not hesitate to contact me.

Very truly yours,


ALAN B. SCHNEIDER
For The Firm

ABS/rjc
Enclosures

ABS/2250.6/30583.01/rjc



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 21, 1994

ALAN B. SCHNEIDER, ESQUIRE
BEDZOW, KORN & KAN, P.A.
20803 BISCAYNE BLVD SUITE 200
AVENTURA, FL 33180

SUBJECT: THE ELIZABETH SUSAN WEISS MEMORIAL FOUNDATION, INC.
Ref. Number: W94000027013

We have received your document for THE ELIZABETH SUSAN WEISS MEMORIAL FOUNDATION, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

In reviewing our records, we note there is a(n) THE ELIZABETH SUSAN WEISS MEMORIAL FOUNDATION, INC., Document number 757654, which was involuntarily or administratively dissolved.

Because of the similarities between the dissolved corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you reinstate the dissolved corporation by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1988 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$603.75, therefore, there is a balance of \$525.00 due. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 894A00053898

FILED

ARTICLES OF INCORPORATION
OF

95 JAN 11 PM 3:43

THE ELIZABETH S. WEISS MEMORIAL FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Not For Profit Corporation Act, the undersigned, desiring to incorporate a nonprofit corporation, hereby certifies that:

1. Name. The name of the corporation is THE ELIZABETH S. WEISS MEMORIAL FOUNDATION, INC. (hereinafter referred to as the "Corporation").
2. Mailing Address of the Corporation and Principal Office. The principal office of the Corporation and the mailing address of the Corporation is 3530 North 45th Avenue, Hollywood, Florida 33021.
3. Purpose. The Corporation is incorporated under the Florida Not For Profit Corporation Act, and the purposes for which the Corporation is organized and shall be operated are exclusively non-political, charitable, scientific, and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1985, as amended (hereinafter the "Code"), and, solely for such purposes and, without otherwise limiting its powers, shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations in the course of which operation:
 - (a) 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
 - (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 payments and distributions in furtherance of the purposes set forth herein; and
 - (c) Notwithstanding any other provision set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income taxation under Section 501 (a) of the Code as an organization described in Section 501 (c) (3) of the Code, or corresponding provisions of any subsequent federal tax laws or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

4. Board of Directors. The following persons shall constitute the initial Board of Directors of the Corporation and they shall hold office for the term and in accordance with the provisions of the Bylaws, and their successors shall be elected or appointed in accordance with the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
LAURENCE A. WEISS	3530 North 45th Avenue Hollywood, Florida 33021
JUDITH N.H. WEISS	3530 North 45th Avenue Hollywood, Florida 33021
ALEXANDER J. WEISS	Same Address

5. Officers. The affairs of the Corporation shall be administered by the Officers as designated in the By-laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers of the Corporation who shall serve until the first election of Officers pursuant to the provisions of the By-laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LAURENCE A. WEISS	President	3530 North 45th Avenue Hollywood, FL 33021
ALEXANDER J. WEISS	Vice Pres.	3530 North 45th Avenue Hollywood, FL 33021
JUDITH N.H. WEISS	Secretary	3530 North 45th Avenue Hollywood, FL 33021
JUDITH N.H. WEISS	Treasurer	3530 North 45th Avenue Hollywood, FL 33021

6. Registered Agent. The location and post office address of the initial registered office of the Corporation in the State of Florida is: 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 and the initial registered agent at that address is Michael Bedzow.

7. Incorporator. The name and address of the incorporator is:

NAME

ADDRESS

LAURENCE A. WEISS

3530 North 45th Avenue
Hollywood, Florida 33021

8. Non-Stock Basis. The Corporation is organized upon a non-stock basis.
9. Members. The Corporation shall have two classes of Members-voting and nonvoting-as described in the Bylaws.
10. Pecuniary Gain or Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
11. Merger or Consolidation. The Corporation shall not merge with or consolidate with any corporation unless the successor corporation is an exempt organization.
12. Dissolution or Liquidation. In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provisions for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501 (c) (3) of the Code as, in the sole judgement of the Corporation's Board of Directors, have purposes most closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
13. Code References. References in these Articles to a section of the Code shall be construed to refer both to such section and to such regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended.
14. Personal Liability of Directors and Officers.
- (A) Elimination of Liability. To the fullest extent that the laws of the State of Florida, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors and officers, no Director or Officer of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director or Officer.

(B) Applicability. The provisions of this Article shall be deemed to be a contract with each Director and Officer of the Corporation who serves as such at any time while this Article is in effect and each such Director or Officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director or officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

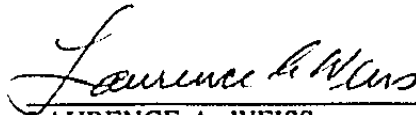
15. Indemnification of Directors and Officers

A. Right of Indemnification. Except as prohibited by any law, every Director and Officer of the Corporation shall be entitled as a matter of right to be indemnified by the Corporation against expenses and any liabilities paid or incurred by such person in the defense of any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a Director or Officer of the Corporation.

B. Insurance and Funding. The Corporation shall purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability expense asserted or incurred by such person in connection with any action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article.

C. Applicability. Any amendment or repeal of this article or adoption of any Bylaw or provision of the Articles of the Corporation which limits in any way the right to indemnification or the right to advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, Bylaw or other provision.

IN TESTIMONY WHEREOF, the Sole Incorporator has signed these Articles of Incorporation this 3rd day of January 1995.



LAURENCE A. WEISS

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED

95 JAN 11 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Bedzow, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: THE ELIZABETH S. WEISS MEMORIAL FOUNDATION, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


MICHAEL BEDZOW

ABS/29418.01/rc