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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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FILED
95 JUN 15 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOUIS NOSTRO
(305) 370-9104

FLORIDA BAR BOARD CERTIFIED
IN THE AREAS OF TAXATION,
ESTATE PLANNING AND PROBATE

June 12, 1995

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-06/15/95--01110--007
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Cobb Foundation, Inc.

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with our check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Louis Nostro
Louis Nostro

*RLB
6-20*

Enclosures: Check
Articles in duplicate

MIAMI 375844.1 - 5M1

AMSTERDAM OFFICE
1100 PA BOULEVARD 59
1000 ADAMSHERIDAN
THE NETHERLANDS
TELEPHONE: 011 3120 661 0969
FACSIMILE: 011 3120 642 1475

KEY LARGO OFFICE
OCEAN BLUE CIRCLE
3100 LAS BELL DRIVE
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OCEAN BLUE PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE: (305) 367 2881

LONDON OFFICE
48 MOUNTS STREET
LONDON W1P 5DR ENGLAND
TELEPHONE: 011 4471 491 4880
FACSIMILE: 011 4471 491 4296

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1100
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 423 3200
FACSIMILE: (407) 425 0316

WEST PALM BEACH OFFICE
ONE CLARELAKI CENTER, SUITE 300
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3553
WEST PALM BEACH, FLORIDA 33402-3253
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
COBB FOUNDATION, INC.

(a Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is COBB FOUNDATION, INC., a Florida corporation, not for profit. Its initial office shall be at 201 South Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name of the Incorporator of these Articles of Incorporation is Louis Nostro, and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Fl 33131.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal

Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section

501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or

collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rhoda W. Cobb	212 Key Palm Drive Boca Raton, Florida 33432
Rhoda C. Ware	147 Alhambra Circle Suite 205 Coral Gables, Florida 33134
William Cobb	212 Key Palm Drive Boca Raton, Florida 33432

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in

which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Corporation Company of Miami and the address of the registered agent is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 12th day of June, 1995, for the purpose of forming the corporation not for profit under the laws of the State of Florida.



LOUIS NOSTRO, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 12 DAY OF June, 1995.

CORPORATION COMPANY OF MIAMI

By Adrienne L. Swain
Adrienne L. Swain,
Assistant Secretary

(Registered Agent)

MIAMI 373534.1 - ALS

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TALLAHASSEE, FLORIDA