

N960000001310

Alexander, Stephen J. Sidson
 (Requestor's Name)

 (Address)

 (City, State, Zip) 220-3471
 (Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Keneth A. Lathrop Foundation, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 95 MAR -8 PM 12:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
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3894
 Call when Ready

Examiner's Initials

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be Kenneth A. Lattman Foundation, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be, 1 Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE III

PURPOSE

1. The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").
2. The specific purpose of the corporation is to support charitable activities within the meaning of Section 501(c)(3) of the Code.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected executive committee. The Board shall consist of not less than 3 persons. The members of the Board shall be elected annually by the existing directors.

The initial Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Alex S. Lattman	230 174th Street, Miami Beach, Florida 33160
Norma Lattman	230 174th Street, Miami Beach, Florida 33160
Elliott Abramson	721 Biltmore Way, Coral Gables, Florida 33134
Shelley Abramson	721 Biltmore Wny, Coral Gables, Florida 33134
Jerome Abramson	721 Biltmore Way, Coral Gables, Florida 33134
Monica Lyons	6216 Country Side Lane, Madison, Wisconsin 53705
Daniel Lyons	6216 Country Side Lane, Madison, Wisconsin 53705

In the event of a vacancy on the Board of Directors by reason of death, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws.

ARTICLE V

LIMITATION OF CORPORATE POWER

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are limited as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director, 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 except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes as herein defined), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

The initial Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Alex S. Lattman	230 174th Street, Miami Beach, Florida 33160
Norma Lattman	230 174th Street, Miami Beach, Florida 33160
Elliott Abramson	721 Biltmore Way, Coral Gables, Florida 33134
Sherry Abramson	721 Biltmore Way, Coral Gables, Florida 33134
Jerome Abramson	721 Biltmore Way, Coral Gables, Florida 33134
Monica Lyons	6216 Country Side Lane, Madison, Wisconsin 53705

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2. No part of the activities of the corporation shall be carrying on propagand, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes.

3. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provisions of the certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

ARTICLE VI

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable purposes, as set court shall determine.

ARTICLE VII

INITIAL REGISTERED AGENT

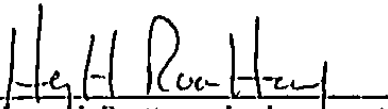
AND STREET ADDRESS

The name and address of the initial registered agent is Henry H. Raattama, Jr., c/o Akerman, Senterfitt & Eidson, P.A., 1 Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is Henry H. Raattama, Jr., One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

The undersigned Incorporator has executed these Articles of Incorporation this 23 day of Feb, 1996.


Henry H. Raattama, Jr., Incorporator

CERTIFICATE DESIGNATING REGISTERED
AGENT AND REGISTERED OFFICE

FILED
96 MAR -8 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

Kenneth A. Lattman Foundation, Inc., desiring to organize under the laws of the State of Florida as a not for profit corporation, has designated 1 Southeast Third Avenue, 28th Floor, Miami, Florida 33131 as its initial Registered Office and has named Henry H. Raattama, Jr., located at said address, as its initial Registered Agent.

By: Henry H. Raattama, Jr.
Henry H. Raattama, Jr.,
Incorporator

Having been named Registered Agent for the above-stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091, relative to keeping open said office.

By: Henry H. Raattama, Jr.
Henry H. Raattama, Jr.,
Registered Agent