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ARTICLES OF INCORPORATION
OF
THE BIRK FAMILY FOUNDATION, INC.
(A Not For Profit Corporation)

The undersigned, acting as Incorporator of THE BIRK FAMILY FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be THE BIRK FAMILY FOUNDATION, INC., and its initial principal office shall be located at 11988 S.E. Intracoastal Court., Tequesta, Florida 33469.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the

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PTL 131248.1

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Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on

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undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE VIMEMBERSHIP

A. The members of the Corporation shall consist of (1) ROGER E. BIRK, (2) MARY L. BIRK, (3) DR. KATHY A. BIRK, (4) MARY E. COLAS, (5) BARBARA J. BILLSTRAND, and (6) STEVEN R. BIRK, and such other individuals who may hereafter be admitted as members of the Corporation by invitation of the Board of Directors. The Board of Directors may invite to membership, in its sole and absolute discretion, those persons or organizations which it determines are committed to support the purposes of the Corporation. Membership in the Corporation shall not be transferrable to any person or organization for any reason.

ARTICLE VIIINCORPORATOR

The name of the Incorporator of this Corporation is ROGER E. BIRK, and the address of said Incorporator is 11988 S.E. Intracoastal Court, Tequesta, Florida 33469.

ARTICLE VIIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

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RUDEN MCCLOSK

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ARTICLE IXBOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be six (6). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROGER E. BIRK	11988 S.E. Intracoastal Court Tequesta, Florida 33469
MARY L. BIRK	11987 S.E. Intracoastal Court Tequesta, Florida 33469
DR. KATHY A. BIRK	60 Idlewood Road Rochester, New York 14618
MRS. MARY E. COLAS	2912 Pleasant Glen Drive Herndon, Virginia 22071
MRS. BARBARA J. BILLSTRAND	2721 Silver Maple Court Flower Mound, Texas 75028
MR. STEVEN R. BIRK	208 Ambassador Drive Red Bank, New Jersey 07701

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these

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Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of the Corporation.

ARTICLE X

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 11988 S.E. Intracoastal Court, Tequesta, Florida 33469 and the name of the registered agent of the Corporation at that address is ROGER E. BIRK.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signatures this _____ day of March, 1996.



ROGER E. BIRK

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STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:

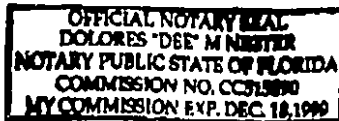
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by ROGER E. BIRK, who is personally known to me or who has produced Know Personally as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, 1996.

Dolores Dee M. Nester
Notary Public

Dolores "Doe" M. Nester
Typed, printed or stamped name of Notary Public

My Commission Expires:



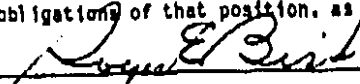
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, ROGER E. BIRK, hereby accept the appointment as the registered agent of THE BIRK FAMILY FOUNDATION, INC. as made in the foregoing Articles of Incorporation, and states that he is familiar with, and accepts, the obligations of that position, as stated in Section 517.0501 of the Florida Statutes.



ROGER E. BIRK

Dated: 11 March, 1996

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TALLAHASSEE, FLORIDA

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