

STEVEN J. ASARCH, P.A.
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June 19, 1996

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

Attention: Ms. Jo Mynard

RE: THE TERRY AND MORTON SHEAR
PRIVATE FOUNDATION, INC.

000001872080
-06/24/96--01002-016
****122.50 ****122.50

Dear Ms. Mynard:

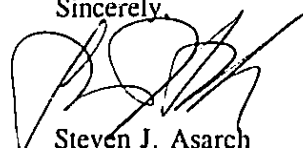
Enclosed herewith please find the original and one copy of the Articles of Incorporation filed on behalf of our client **THE TERRY AND MORTON SHEAR PRIVATE FOUNDATION, INC.**, along with a check in the sum of \$122.50 covering the following fees:

Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
TOTAL FEES	\$122.50

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call.

Sincerely,


Steven J. Asarch
Attorney at Law

SJA:st
Enclosures

ShearStateFL.ltr

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96 JUN 21 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

THE TERRY AND MORTON SHEAR PRIVATE FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

THE TERRY AND MORTON SHEAR PRIVATE FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 257 Tuscany E, Delray Beach, Florida 33446. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III

PURPOSE

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 IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are to be elected or appointed shall be as stated in the by-laws of the corporation.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation shall be as provided in section 617.0302 of the Florida Not For Profit Corporation Act. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII
DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas 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.

ARTICLE VIII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is STEVEN J. ASARCH. The street address of the initial registered agent of this corporation is 7777 Glades Road, Suite 200, Boca Raton, FL 33434.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is STEVEN J. ASARCH, 7777 Glades Road, Suite 200, Boca Raton, Florida 33434, whose Florida L.A. Number is 223522.

The undersigned incorporator has executed these Articles of Incorporation this 19th
day of June, 1996.

A handwritten signature in black ink, appearing to read 'S. Asarch', written over a horizontal line.

STEVEN J. ASARCH, INCORPORATOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE TERRY AND MORTON SHEAR PRIVATE FOUNDATION, INC.

2. The name and address of the registered agent and office is:

**STEVEN J. ASARCH
7777 Glades Road
Suite 200
Boca Raton, FL 33434**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPETENT PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



STEVEN J. ASARCH,
REGISTERED AGENT

DATED: June 19, 1996

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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