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June 20, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla. 32314

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-06/21/96--01102--016  
++++70.00 +++++70.00

Re: JULES GERSON CHARITABLE FOUNDATION, Inc.

Gentlemen:

Please find enclosed Articles of Incorporation of the above organization duly filed by its incorporator and registered agent together with check to your order in the sum of \$70.00.

Also enclosed find a copy of the Articles for you to stamp and return to us acknowledging the filing of same.

Thanking you for your cooperation.

Very truly yours,

A. JEFFREY BARASH  
For the Firm

AJB/mlh  
encls.

cc: Mr. Jules Gerson  
Mrs. Harriette R. Schecter

6/21/96  
FILED  
96 JUN 21 PM 12:11  
TALLAHASSEE, FLORIDA

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96 JUN 21 PM 12:11  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JULES GERSON and HARRIETTE R. SCHECTER CHARITABLE FOUNDATION, INC.

THE UNDERSIGNED, desiring to form a Corporation not-for-profit pursuant to Chapter 617 of the Florida Statute, the Florida Not-for Profit Corporation Act ("Act"), as amended, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
Name

The name of the Corporation shall be the JULES GERSON and HARRIETTE R. SCHECTER CHARITABLE FOUNDATION, INC., which is hereinafter referred to as the "Foundation".

ARTICLE II  
Principal Office

The address of the principal office of the Foundation is c/o Barash & Associates, P.A., 1140 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE III  
Period of Duration

The period of the duration of this Foundation is perpetual unless dissolved according to law.

ARTICLE IV  
Purposes, Powers and Limitations

Section 1. Purposes.

(a) The Foundation is organized exclusively for charitable, religious, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Code").

(b) The specific purpose of the Foundation is to receive, hold, invest and manage contributions to the Foundation and, subject to the restrictions and limitations hereinafter set forth, to use and apply such contributions exclusively to promote the purposes set forth above.

#### Section 2. Powers.

The Foundation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Foundation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Foundation shall have the following powers:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(b) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(c) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(d) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Foundation.

#### Section 3. Limitations.

Notwithstanding any powers granted to this Foundation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Foundation shall inure in whole or in part to the benefit of any member, director, or officer of the Foundation; or, to any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation relating to one or more of its purposes; and, except to the extent that such benefit inures to persons in accordance with the carrying out of the Foundation's charitable purposes, no member, director or officer of the Foundation, or any

private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

(b) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, and which is directly related to the Foundation's charitable purposes.

(c) The Foundation shall neither participate in or intervene in, nor publish or distribute statements on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provisions of these articles of incorporation, the Foundation 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 Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(e) Upon the dissolution of the Foundation, the Board of Directors of the Foundation shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all residual assets of the Foundation to such charitable organization or organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code; or, to one or more of the federal, state or local governments for exclusively public purposes as the Board of Directors shall consider most nearly meets the obligations and purposes of the Foundation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

#### ARTICLE V

##### Private Foundation Rules

If the Foundation is determined to be a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined in Section 4942(j)(3) of the Code, then the following provisions of this Article V shall apply:

(a) The Foundation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

#### ARTICLE VI

##### Qualification and Manner of Admission of Members

The Foundation shall have three (3) classes of Members. There shall be a Lifetime Member, Surviving Lifetime Member and Regular Members, the individuals and authority of each shall be as follows:

1. Jules Gerson shall be the LIFETIME MEMBER during his lifetime. As LIFETIME MEMBER, he shall have voting control over all other members of the Foundation. As LIFETIME MEMBER, he shall also have the necessary votes to amend these Articles of Incorporation unilaterally.

2. Harriette R. Schecter shall be the SURVIVING LIFETIME MEMBER during her lifetime provided she survives the lifetime of Jules Gerson. As SURVIVING LIFETIME MEMBER, she shall have voting control over all other members of the Foundation. As SURVIVING LIFETIME MEMBER, she shall also have the necessary votes to amend these Articles of Incorporation unilaterally.

3. Each Director on the Board of Directors of the Foundation shall be a REGULAR MEMBER of the Foundation. Each REGULAR MEMBER shall be entitled to one vote. Upon taking office as a Director of the Foundation, admission as a member shall be automatic. The By-Laws of the Foundation shall govern all other matters concerning membership in the Foundation.

ARTICLE VII  
Board of Directors

1. The affairs and business of the Foundation shall be conducted by its Board of Directors as may be more fully discussed in the By-Laws of the Foundation.

2. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

3. The names and addresses of the initial Board of Directors who shall serve until their successors are elected shall be as follows:

<u>Names</u>	<u>Addresses</u>
(a) Jules Gerson	10155 Collins Ave., Apt.1809 Bal Harbour, FL 33154
(b) Harriette R. Schecter	180 E.79th Street New York, New York 10021
(c) Suzanne Schecter	180 E.79th Street New York, New York 10021
(d) Julianne Schecter	180 E.79th Street New York, New York 10021

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

ARTICLE VIII  
Officers

1. The Foundation shall have a president, one or more vice-presidents, a secretary, a treasurer and such other officers and/or assistants as the Board of Directors may, from time to time, elect.

2. The officers of the Foundation, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

3. The names and addresses of the initial officers of the Foundation who shall hold office until the annual meeting of Directors or until successors are duly elected and shall have taken office shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	- Jules Gerson	10155 Collins Ave., Apt.1809 Bal Harbour, FL 33154
Vice-President	- Harriette R. Schecter	180 E. 79th Street New York, New York 10021
Vice-President	- Suzanne Schecter	180 E.79th Street New York, New York 10021
Vice-President	- Julianne Schecter	180 E.79th Street New York, New York 10021
Secretary	- Harriette R. Schecter	180 E.79th Street New York, New York 10021
Treas.	- Jules Gerson	10155 Collins Ave., Apt.1809 Bal Harbour, FL 33154

ARTICLE IX  
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Except as otherwise provided in these Articles of Incorporation, such By-Laws may be altered, amended or repealed by the Board of Directors.

ARTICLE X  
Amendments

Except as otherwise provided in these Articles of Incorporations, amendments to these Articles of Incorporation may be adopted only by the Board of Directors pursuant to notice of a meeting whether annual or special, for such purpose. Except as otherwise provided in these Articles of Incorporation, any such

amendment must be approved by not less than two-thirds (2/3) of those voting at a meeting at which a quorum is present. Any amendment to these Articles of Incorporation whether by the Board of Directors, Lifetime Member or Surviving Lifetime Member must not adversely affect the status of the Foundation as an organization described in Section 501(c)(3) of the Code.

#### ARTICLE XI

##### Indemnification of Directors and Officers, Employees and Agents

(a) The Foundation hereby indemnifies against liability any person who was or is a party to any proceeding (other than an action by, or in the right of, the Foundation),

(i) by reason of the fact that such person in his or her capacity as Director, officer, employee or agent of the Foundation, or such person in his or her capacity as Director, officer, employee or agent of the Foundation, or such person in his or her capacity as director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Foundation in connection with such proceeding, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Foundation and with respect to any criminal actions or proceedings, had no reasonable ground for belief that such action was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Foundation or that he or she had reasonable grounds for belief that such action was unlawful.

(ii) by or in the right of the Foundation to procure a judgment in its favor by reason of such person being or having been a Director or officer, employee or agent of the Foundation, or by reason of such person being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which such person served at the request of the Foundation, against the reasonable expenses, and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Foundation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court,



in which such proceeding was brought, or any other court of competent jurisdiction, determines in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Foundation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable, such determination shall be made by majority vote of a committee duly designated by the Board of Directors (Directors who are parties may participate) consisting solely of two or more Directors not parties to such proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Foundation to indemnify under applicable law.

#### ARTICLE XII

##### Initial Registered Office and Agent

The street address of the initial registered office of the Foundation shall be c/o Barash & Associates, P.A., 1140 Kane Concourse, Bay Harbor Islands, Florida 33154 and the name of its registered agent at such address is A. Jeffrey Barash, Esq.

#### ARTICLE XIII

##### Incorporator

The name of the incorporator of this Foundation is Jules Gerson and the address of said incorporator is 10155 Collins Avenue, Apt. 1809, Bal Harbour, Florida 33154.

ARTICLE XIV  
Effective Date

These Articles of Incorporation shall be effective as of the date of filing with the Department of State, State of Florida.

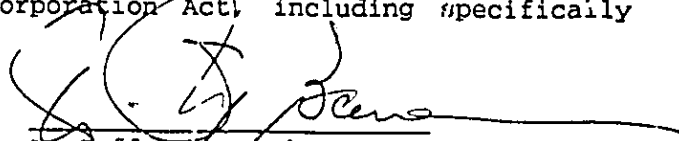
IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 20<sup>th</sup> day of June, 1996.

Signature of Incorporator:

  
Jules Gerson

FILED  
JUN 21 PM 12:11  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, named as the registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0501.

  
A. Jeffrey Barash  
Registered Agent