

LAW OFFICES  
**JEFFREY A. KERN**  
FEDERAL NATIONAL ASSOCIATION

JEFFREY A. KERN  
BOARD CERTIFIED TAX ATTORNEY  
BOARD CERTIFIED IN WILL, TRUSTS AND ESTATE  
CORPORATION AND BUSINESS LAW

1000 W. CENTRE AVENUE, SUITE 200  
10000 BISCAYNE BOULEVARD  
NORTH MIAMI, FLORIDA 33161

TELEPHONE (305) 880-0007  
FAX (305) 880-0000

**N96000004483**

August 22, 1996

900001933179  
-08/27/96--01117--016  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: THE WEIDENFELD FOUNDATION, INC. -  
A NONPROFIT CORPORATION

Dear Sir or Madam:

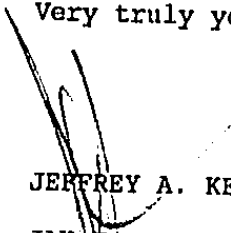
We are pleased to enclose the following documents:

1. Articles of Incorporation of The Weidenfeld Foundation, Inc.;
2. Check in the sum of \$122.50, to cover the filing fee.

Please forward to this office proof of filing of the Certificate of Limited Partnership, indicating the date of filing.

Thank you for your assistance in this matter.

Very truly yours,

  
JEFFREY A. KERN

JAK:M

Encs\

cc: Harvey M. Weidenfeld

CERTIFIED MAIL  
RETURN RECEIPT  
REQUESTED

ARTICLES OF INCORPORATION  
OF  
THE WEIDENFELD FOUNDATION, INC.  
A NONPROFIT CORPORATION

---

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation shall be: THE WEIDENFELD FOUNDATION, INC. The principal place of business of this corporation shall be: 1800 N.E. 114 Street; Suite 804; Miami, FL 33181.

ARTICLE II

(a) The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all charitable organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses

Incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over in the following manner:

FIFTY (50%) PERCENT to UNIVERSITY OF PENNSYLVANIA,  
Philadelphia, PA; and

FIFTY (50%) PERCENT TO GREATER MIAMI JEWISH FEDERATION,  
Miami, FL;

or to such other corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these articles:

1. The Corporation 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall 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 subsequent Federal tax laws.

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

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

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

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

#### ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors, and such other persons as from time to time may become members by approval of the Board of Directors.

#### ARTICLE IV

The names and street addresses of the incorporators to these Articles of Incorporation are:

HARVEY M. WEIDENFELD 1800 N.E. 114 Street; Suite 804 Miami, FL 33181	PRESIDENT
--	-----------

DONALD WEIDENFELD 23133 Boca Club Colony Circle Boca Raton, FL 33433	SECRETARY
--	-----------

ANDREW K. WEIDENFELD 18223 S.W. 5th Street Pembroke Pines, Florida 33029	TREASURER
--	-----------

STEPHANIE KOLMAN 18181 NE 31st Court; #1610 North Miami Beach, FL 33160	VICE PRESIDENT
---	----------------

#### ARTICLE V

This corporation is to exist perpotually.

#### ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. This corporation shall have four directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year are:

HARVEY M. WEIDENFELD  
1800 N.E. 114 Street; Suite 804  
Miami, FL 33181

DONALD WEIDENFELD  
23133 Boca Club Colony Circle  
Boca Raton, FL 33433

ANDREW K. WEIDENFELD  
18223 S.W. 5th Street  
Pembroke Pines, Florida 33029

STEPHANIE KOLMAN  
18181 NE 31st Court; #1610  
North Miami Beach, FL 33160

#### ARTICLE VII

The officers of the corporation shall be President, Vice President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation are:

HARVEY M. WEIDENFELD	-	PRESIDENT
DONALD WEIDENFELD	-	SECRETARY

ANDREW K. WEIDENFELD - TREASURER  
STEPHANIE KOLMAN - VICE PRESIDENT

ARTICLE VIII

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

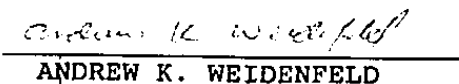
ARTICLE X

The street address of the initial registered office of this corporation shall be 1800 N.E. 114 Street, Suite 804, Miami, FL 33181, and the name of the initial registered agent of the corporation at that address is HARVEY M. WEIDENFELD.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 16 day of August, 1996.

  
HARVEY M. WEIDENFELD

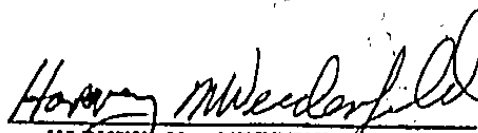
  
DONALD WEIDENFELD

  
ANDREW K. WEIDENFELD

  
STEPHANIE KOLMAN

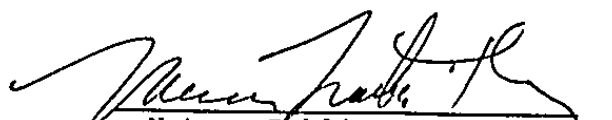
ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
HARVEY M. WEIDENFELD

STATE OF FLORIDA / COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 1996, by HARVEY M. WEIDENFELD, personally known to me.

  
Notary Public, State of  
Florida at Large

