

N960000006117

SOLOMON & BENEDICT, P. A.

BARNETT PLAZA • SUITE 1818
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5148

MELODY E. ALTMAN
BETSY L. BENEDICT
JOHN E. BOOTH

TELEPHONE (813) 225-1818
TELECOPIER (813) 225-1050

TARA GOEWERT ARMSTRONG
DAVID C. LANIGAN
STANFORD R. SOLOMON

November 13, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-11/13/96--01139--010
*****70.00 *****70.00

Re: Articles of Incorporation for Cita Foundation, Inc.

Dear Sir/Madam:

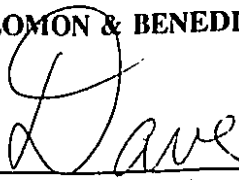
Enclosed for filing is an original and one copy of the properly executed Articles of Incorporation for Cita Foundation, Inc. Also enclosed is our firm's check in the amount of \$70.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely,

SOLOMON & BENEDICT, P.A.

By: 
David C. Lanigan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -3 PM 1:10

DCL/la
Enclosure

2295-619-615-611-
W96-24782

(XXXX)(XXXX)9X907

gg 12/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -3 PM 1:10

November 22, 1996

SOLOMON & BENEDICT, P.A.
ATTN: DAVID C. LANIGAN
101 EAST KENNEDY BLVD. #1818
TAMPA, FL 33602-5148

SUBJECT: CITA FOUNDATION, INC.
Ref. Number: W96000024782

We have received your document for CITA FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00053186

LAW OFFICES
SOLOMON & BENEDICT, P. A.

BARNETT PLAZA - SUITE 1818
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MELODY E. ALTMAN
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FILED
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DIVISION OF CORPORATIONS

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TARA GOEWERT ARMSTRONG
DAVID C. LANIGAN
STANFORD R. SOLOMON

November 26, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Cita Foundation, Inc.

Dear Sir/Madam:

Enclosed are the following documents:

1. a copy of the November 22, 1996 letter we received from the Division of Corporations in connection with the above-referenced;
2. the *revised and signed* Articles of Incorporation for Cita Foundation, Inc.;
3. an extra copy of the Articles of Incorporation to be file stamped and returned to us in the enclosed self addressed stamped envelope.

If you have any questions, please call.

Sincerely,

SOLOMON & BENEDICT, P.A.

By: 
David C. Lanigan

DCL/la
Enclosures

**ARTICLES OF INCORPORATION
OF
CITA FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -3 PM 1: 10

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is Cita Foundation, Inc.

ARTICLE II

The address of the principal office of the corporation and its mailing address is: One Penn Plaza, Suite 4307, New York, New York 10119-4300.

**ARTICLE III
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

The general purpose of this corporation shall be research, education, and treatment of indigents with respect to addition to opiates and recovery from addiction to opiates.

**ARTICLE V
POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI MEMBERS

This corporation is organized upon a non-stock basis.

The qualification for members and the manner of their admission shall be as regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is Stanford R. Solomon, Solomon & Benedict, P.A., 3000 NationsBank Plaza, 400 North Ashley Drive, Tampa, Florida 33602. The name of its initial Registered Agent at such address is Stanford R. Solomon.

ARTICLE VIII DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3). However such number may be changed as provided by the By-Laws.

The names and residence addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Laurence Wald, CPA	54 Richfield Street Plainview, N.Y. 11803
David Yerushalmi	35 Jabatinski Street Twin Towers #2 Ramat Gan, Israel
Jacob Gershony	No. 3 Haagas Street Caesarea 30600 Israel

The method of election of Directors shall be as stated in the bylaws.

ARTICLE IX INCORPORATORS

The name and address of the incorporator is:

Name

David C. Lanigan

Address

Solomon & Benedict, P.A.
3000 NationsBank Plaza
400 North Ashley Drive
Tampa, Florida 33602

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI AMENDMENT

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

ARTICLE XII PRIVATE FOUNDATION RULES

The corporation, during the period it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the U.S. Code, may not: (a) engage in any act of "self-dealing", as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings" as defined in Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (d) make any "taxable expenditures" as

defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a).

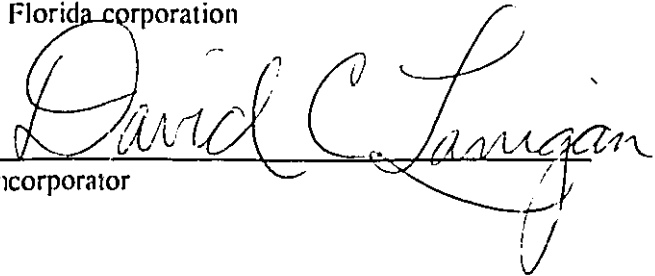
During the period the corporation is a "private foundation" as defined in Section 509 of the Code, it shall distribute for the purposes defined in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

ARTICLE XIII DIVIDENDS PROHIBITED

This corporation may not pay dividends to its members, directors, or officers, although this corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered and may confer benefits upon its members in conformity of its purposes and as permitted by Chapter 617 of the Florida Statutes.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation, incorporated on this November 27, 1996.

CITA FOUNDATION, INC.
a Florida corporation


Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

96 DEC -3 PH 1:10

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o Solomon & Benedict, P.A., 3000 NationsBank Plaza, 400 North Ashley Drive, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



STANFORD R. SOLOMON
Registered Agent

Dated: November 24, 1996