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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 180006 7110194

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 9, 1996

ORDER TIME : 8:43 AM

ORDER NO. : 180006-005

CUSTOMER NO: 7110194

CUSTOMER: Mr. Herbert Eisenberg
FOUNDATION OF JEWISH
PHILANTHROPIES
4200 Biscayne Boulevard

Miami, FL 33137

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-12/09/96--01016--024
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DOMESTIC FILING

NAME: THE STEVAN AND MARILYN
SIMON FAMILY FOUNDATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

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ISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF**

The Stevan and Marilyn Simon Family Foundation, Inc.

a Florida not for profit corporation

56 DEC - 3 11 54 AM '85

FIRST: The name of the Corporation shall be the Stevan and Marilyn Simon Family Foundation, Inc. (hereinafter the "Corporation").

SECOND: The initial registered office of the Corporation is 4200 Biscayne Boulevard, Miami, FL 33137, in the county of Dade, state of Florida, and its incorporator and initial registered agent at that address is Stephen E. Rose. The principal business address shall be the same.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Jewish Federation (hereinafter the "Federation") and its agencies. In addition, it may also from time to time make distributions to other entities qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986. If the Federation ceases to be a "qualified organization", (a qualified organization is any organization described in Section 501 (c)(3) and Sections 509 (a)(1) or (a)(2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code")), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, Corporation's officers or other persons or families who work for the Corporation, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No Director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. There shall initially be seven (7) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. Four (4) of the Directors shall be termed the "Federation Directors". The initial Federation Directors and their respective addresses are:

Jacob Solomon	4200 Biscayne Boulevard Miami, FL 33137
Stephen E. Rose	4200 Biscayne Boulevard Miami, FL 33137
Sidney Pertnoy	13003 S.W. 104th Court Miami, FL 33176
Ben Zion Leuchter	251 Crandon Boulevard, #900 Key Biscayne, FL 33149

The other three (3) Directors shall be termed the "FAMILY Directors". The initial Family Directors and their respective addresses are:

Glenda Simon	9230 S. W. 99th Street Miami, FL 33176
Carol Simon	13220 S.W. 95th Avenue Miami, FL 33176
Diane Silvester Goldstein	423 S. Crescent Drive Beverly Hills, CA 90212

Any Federation Director may, at any time, be removed with or without cause by the Board of Directors of the Federation. A vacancy among the Federation Directors may be filled temporarily, by the remaining Federation Directors, and permanently by the Board of

Directors of the Federation. A vacancy among the "FAMILY Directors" shall be filled in a timely manner by the remaining family Directors. The Stevan and Marilyn Simon Family Foundation, Inc. Directors may at any time agree to increase or decrease the total number of Directors (up to fifteen (15) provided that (a) 2/3 of the total number of the Federation and Family Directors approve the change and (b) there remains at least one more member of the Federation Directors than of the Family Directors.

SEVENTH: The affirmative vote of 80% of the total number of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

EIGHTH: Except as provided in Article SEVENTH the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of the Corporation.

TENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation to the Federation; if it is then a qualified organization. If the Federation is not a qualified organization, then the assets of the corporation shall be distributed in such manner as the Corporation's Directors shall determine, but only to qualified organizations. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida,
this 5 day of Nov, 1996.

The Stevan and Marilyn Simon Family
CRIST L. MURKIN *Foundations, Inc.*

Stephen A. Rose

A Florida Not for Profit Organization

By: *Stephen A. Rose, Incorporator*

Attest: *Herbert Eisenberg*

STATE OF FLORIDA)
)
COUNTY OF DADE)

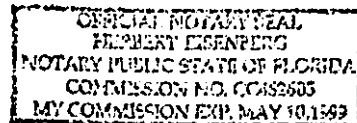
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above taking acknowledgements, personally appeared, as Incorporator, who stated that she is the incorporator, of the corporation named in the foregoing instrument and that she executed the same for the purposes therein stated.

WITNESS my hand and official seal in Dade County, Florida this
5 day of December 1996.

Herbert Eisenberg

NOTARY PUBLIC

State of Florida at Large



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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 complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Stephen E. Rose, Registered Agent

Date: Nov. 5, 1996

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