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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Stanley and Gala Cohen Foundation, Inc.

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

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D. BROWN DEC 11 1996

ARTICLES OF INCORPORATION

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STANLEY AND GALA COHEN FOUNDATION, Inc.

I, the undersigned, with other persons desiring to incorporate a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby state the following:

ARTICLE I

The name of the foundation is: Stanley and Gala Cohen Foundation, Inc.

ARTICLE II

The general purposes of the activities or businesses to be transacted by this foundation, incorporated under Chapter 617 of the Florida Statutes, Florida Not For Profit Corporation Act, together with and in addition to the authority and powers conferred by the laws of the State of Florida, are as follows:

Stanley and Gala Cohen Foundation, is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). The foundation is dedicated to granting gifts to public charities and other charitable organizations that are organized and operated exclusively to further charitable purposes within the meaning of Section 501(c)(3) of the Code.

The foundation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the foundation shall inure to the benefit of or be distributable to any private person. No substantial part of the activities of the foundation shall be to influence legislation, and the foundation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from Federal Income Tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a foundation, contributions to which are deductible under sections 170, 2055 or 2522 of the Code, or corresponding section of any future federal tax code.

In the event of dissolution of the foundation, whether voluntary or involuntary or by operation of law, the assets of the foundation shall be (a) distributed to one or more organizations organized and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (b) distributed to the Federal government or to a state or local government for a public purpose.

In connection with the administration of the foundation:

1. Distributions (including "program-related investments" within the meaning of the private foundation provisions of the applicable U.S. Treasury Regulations) shall be made in each taxable year at such time and in such manner as not to subject the foundation to the tax on undistributed income imposed by section 4942 of the Code, or any corresponding section of any future federal tax code;
2. Neither the foundation nor its officers or directors shall engage in any act of self-dealing as defined in section 4941(d) of the Code, or any corresponding section of any future federal tax code;
3. The foundation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or any corresponding section of any future federal tax code;
4. The foundation shall not make any investments which would subject the foundation to tax under section 4944 of the Code, or any corresponding section of any future federal tax code; and
5. The foundation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or any corresponding section of any future federal tax code.

ARTICLE III

The address of the initial principal office of the foundation is 4842 Fisher Island, Fisher Island, Florida 33109 and the mailing address shall be the same.

ARTICLE IV

The address of the initial registered office of the foundation is 4842 Fisher Island, Fisher Island, Florida 33109. The name of the initial agent at that address is Stanley Cohen.

ARTICLE V

The foundation is organized upon a non-stock basis. The foundation shall have no members.

ARTICLE VI

The method of election of the directors of this foundation shall be stated in the bylaws.

ARTICLE VII

The number of directors constituting the initial board of directors of the foundation is three. The names and street addresses of the initial members of the Board of Directors are:

Stanley Cohen and Gala Cohen
4842 Fisher Island
Fisher Island, Florida 33109

Nelson Mishkin, CPA
323 Norristown Road
P.O. Box 917
Spring House, Pennsylvania 19477

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the foundation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

ARTICLE IX

This foundation is to exist perpetually.

ARTICLE X

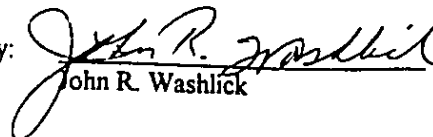
The name and address of each incorporator is:

John R. Washlick, Esq., Morgan, Lewis & Bockius LLP, 2000 One Logan Square,
Philadelphia, Pennsylvania 19103.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Date: 12-10-96

By:


John R. Washlick

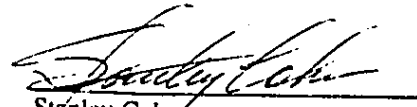
ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION
STANLEY AND GALA COHEN FOUNDATION, INC.

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Having been named as registered agent and to receive service of process for the above stated foundation at the place designated in these provisions, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12-10-96

By:


Stanley Cohen