

STEVEN J. ASARCH, P.A.

Law Offices

Steven J. Asarch, LL.M.*

Florida Board of Bar Examiners Certified
in Wills, Trusts and Estates

*admitted in FL and NY

OF COUNSEL

Michael B. Shapiro

Andrew M. Dector**

**admitted in FL and NJ

Rhonda V. Gilmore

Certified Legal Assistant

Corporate Centre, Suite 200
7777 Glades Road
Boca Raton, FL 33434

561-487-7789
Fax 561-883-2711

November 4, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -6 AM 11:38

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

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RE: THE BALDWIN FAMILY FOUNDATION, INC.

Dear Sir/Madam:

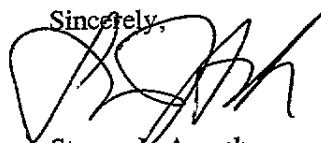
Enclosed herewith please find the original and one copy of the Articles of Incorporation filed on behalf of our client, **THE BALDWIN FAMILY FOUNDATION, INC.**, along with a check in the sum of \$122.50 covering the following fees:

Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
TOTAL FEES	\$122.50

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible in the enclosed pre-paid Federal Express envelope.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call.

Sincerely,



Steven J. Asarch
Attorney at Law

SJA:cmc

Enclosures

cc: Eleanor R. Baldwin w/out Encl.
Walter F. Adams, III w/out Encl.

Baldwin\StateFL.ltr

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ARTICLES OF INCORPORATION
OF
THE BALDWIN FAMILY FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

THE BALDWIN FAMILY FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 312 Key Palm Road, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are to be elected or appointed shall be as stated in the by-laws of the corporation.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation shall be as provided in section 617.0302 of the Florida Not For Profit Corporation Act. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII
DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Steven J. Asarch. The street address of the initial registered agent of this corporation is 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is Steven J. Asarch, 7777 Glades Road, Suite 200, Boca Raton, Florida 33434, whose Florida Bar Number is 223522.

The undersigned incorporator has executed these Articles of Incorporation this 4th
day of November, 1997.

A handwritten signature in black ink, appearing to read 'S. Asarch', written over a horizontal line.

STEVEN J. ASARCH, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

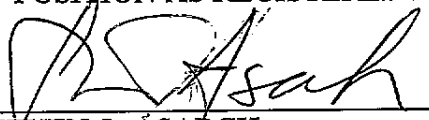
1. The name of the corporation is:

THE BALDWIN FAMILY FOUNDATION, INC.

2. The name and address of the registered agent and office is:

STEVEN J. ASARCH
7777 Glades Road
Suite 200
Boca Raton, FL 33434

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 COMPETENT PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



STEVEN J. ASARCH,
REGISTERED AGENT

DATED: November 4, 1997.
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