

N 970000006380



EFFECTIVE DATE
11/6/97

November 6, 1997

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

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-11/10/97-01098-017
****122.50 ****122.50

RE: Articles of Incorporation for
The Fredric Fenstermacher Foundation, Inc.

Ladies and Gentlemen:

Enclosed herewith please find duplicate executed originals of the Articles of Incorporation of The Fredric Fenstermacher Foundation, Inc. together with a check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely,

Rick Fenstermacher

RF/kg

Enclosure

Rick GAVE
AUTHORIZATION BY PHONE TO
CORRECT at 4
DATE 11/13/97
DOC. EXAM. TM

FILED
97 NOV 10 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rick Fenstermacher
Risk Management &
Insurance Consulting
210 West Rivo Alto Drive
Miami Beach, Florida 33139
Phone 305.531.7805
Fax 305.674.1296

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EFFECTIVE DATE
11/6/17

ARTICLES OF INCORPORATION

OF

THE FREDRIC FENSTERMACHER FOUNDATION, INC.

ARTICLE I

NAME

The name of the Corporation is:

THE FREDRIC FENSTERMACHER FOUNDATION, INC.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

- A. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future United States internal revenue law (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Code; (b) by a corporation contributions to which are deductible under Sections 170 (c) (2), 2055 (a) (2) or 2522 (a) of the Code; or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of the General Corporations Law.
- B. No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

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- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 (a) of the Code, then for the period in which the Corporation is so deemed, it 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 Code; shall not engage in any act of self-dealing as defined in Section 4941 (c) of the Code; shall not make any investments in such manner as to incur tax liability under Section 4944 of the Code; shall not make any taxable expenditures as defined in Section 4945 (d) of the Code; and shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code.
- E. Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations as are organized and operated exclusively for charitable, educational, religious, literary or scientific purposes and as shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine and as are organized and operated for such purposes.

ARTICLE IV

CAPITAL STOCK

The Corporation shall not have the authority to issue capital stock.

ARTICLE V

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is:

210 West Rivo Alto Drive
Miami Beach, Florida 33139

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are:

Fredric Fenstermacher
210 West Rivo Alto Drive
Miami Beach, Florida 33139

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Corporation, but shall not be less than 3. The manner of election of directors shall be provided in the Bylaws.

ARTICLE VIII

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Fredric Fenstermacher

210 West Rivo Alto Drive
Miami Beach, Florida 33139

ARTICLE IX

BY-LAWS

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 6th day of November, 1997.

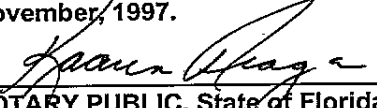

FREDRIC FENSTERMACHER

STATE OF FLORIDA)

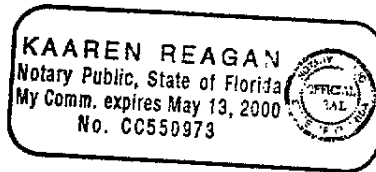
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared FREDRIC FENSTERMACHER, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid this 6th day of November, 1997.


NOTARY PUBLIC, State of Florida

My commission Expires:



Personally Known
Or Produced Identification
Type of Identification Produced _____

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAME AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That THE FREDRIC FENSTERMACHER FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami Beach, has named FREDRIC FENSTERMACHER, located at 210 West Rivo Alto Drive, Miami Beach, FL 33139, County of Dade, State of Florida, as its agent to accept service of process within this state and such agent accepts the obligation of 307.325 F.S.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, FREDRIC FENSTERMACHER hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated: November 6, 1997



FREDRIC FENSTERMACHER

Registered Agent

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TALLAHASSEE, FLORIDA