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The Law Offices of
**MOYLE
FLANIGAN
KATZ
KOLINS
RAYMOND
& SHEEHAN
P.A.**

Post Office Box 38 (Zip 33402-888)
25 North Flagler Drive, 9th Floor
West Palm Beach, Florida 33401-4635

TELEPHONE (561) 659-7500
FACSIMILE (561) 659-1789

OTHER OFFICES:
TALLAHASSEE
STUART
*PALM BEACH GARDENS

WRITER'S DIRECT LINE:
(561) 822-0310

PETER L. BRETON
JOHN R. EUBANK
JOHN F. FLANIGAN
MINDY GENE
MARTIN V. KATZ
RONALD K. KOLINS
PAUL A. KRASKER
LINDA R. MCCANN
JON C. MOYLE
JON C. MOYLE, JR.
MARK E. RAYMOND
MICHAEL J. SABATELLO, IV
THOMAS A. SHEEHAN, III
MARTA M. SUAREZ-MURIAS
WILTON L. WHITE

OF COUNSEL:
*WILLIAM J. PAYNE

February 27, 1998

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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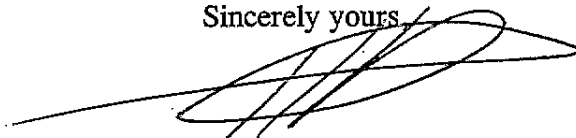
Re: **Bela B. Nevai and Clara Nevai Charitable Foundation, Inc.**

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Martin V. Katz

MVK:pjj
Enclosures

cc: Eli B. Fine, CPA, w/Encl.
Ms. Clara Nevai, w/Encl.

FILED
98 MAR -2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BELA B. NEVAI AND CLARA NEVAI
CHARITABLE FOUNDATION, INC.

FILED
98 MAR -2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name of Corporation

The name of this Corporation shall be BELA B. NEVAI AND CLARA NEVAI CHARITABLE FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 100 Sunrise Avenue, Palm Beach, Florida 33480.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors,

officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 100 Sunrise Avenue, Palm Beach, Florida 33480, and the name of the initial registered agent of this Corporation located at such address is Clara Nevai.

ARTICLE VII

Board of Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Clara Nevai	100 Sunrise Avenue Palm Beach, Florida 33480
Andras Nevai	P.O. Box 10861 Sedona, Arizona 86339
Eli B. Fine	16657 Sweetbay Drive Delray Beach, Florida 33445
Anna M. Somogyi	36 Lakeshore Drive Pleasantville, New York 10570

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Federal Excise Taxes

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XI

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE II

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XI

Incorporator

The name and address of the incorporator of this Corporation is: Clara Nevai, 100 Sunrise Avenue, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26th day of February, 1998.

Clara Nevai
CLARA NEVAI

CERTIFICATE DESIGNATING REGISTERED OFFICE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BELA B. NEVAI AND CLARA NEVAI CHARITABLE FOUNDATION, INC. DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 100 SUNRISE AVENUE, PALM BEACH, FLORIDA 33480 HAS NAMED CLARA NEVAI LOCATED AT 100 SUNRISE AVENUE, PALM BEACH, FLORIDA 33480, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.

Clara Nevai
CLARA NEVAI, Incorporator
2/26, 1998
FILED
98 MAR -2 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 26th day of February, 1998.

By: *Clara Nevai*
CLARA NEVAI, Registered Agent