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TALLAHASSEE FLORIDA

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Address
Tallahassee, FL 32301

City State Zip Phone

500002471125--6
-03/27/98--01082--025
*****35.00 *****35.00

500002471125--6
-03/27/98--01082--024
*****87.50 *****87.50

CORPORATION(S) NAME

Joseph and Rosalind Gurwin Foundation, Inc

- Profit
- NonProfit *Articles*
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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K. Rolfe APR 23 1998

W98-6891

K. Rolfe MAR 27 1998

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1998

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: JOSEPH AND ROSALIN GURWIN FOUNDATION, INC.
Ref. Number: W98000006891

Kimberly,
Please back date
Thanks
Joey

We have received your document for JOSEPH AND ROSALIN GURWIN FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 798A00016598

RECEIVED
98 APR 23 AM 10:40
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98 MAR 27 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF THE JOSEPH AND ROSALIND GURWIN FOUNDATION, INC.**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:

THE JOSEPH AND ROSALIND GURWIN FOUNDATION, INC. (the "Foundation")

and the initial principal address of the corporation is:

150 North Ocean Boulevard, Palm Beach, Florida 33480 and the street address of the principal office is identical to the mailing address of the corporation.

ARTICLE II

The period of the duration of the Foundation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

The purpose or purposes for which the Foundation is organized are:

A. To receive and administer funds exclusively for charitable, scientific, religious, or literary purposes within the meaning of Section 501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the "Code" in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provisions of any future federal tax laws of the United States.

B. To promote charitable, scientific, religious or literary activities. In furtherance of these purposes, in the discretion of the Board of Directors, to make donations, gifts, contributions, and loans without interest out of its net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients).

C. To acquire, receive, purchase, or take by gift, grant, devise, bequest or otherwise, any real, personal or mixed property, or any interest therein, of every kind and description, wheresoever the same may be situated, from any source, and without limit as to the amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities, including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the Foundation, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same; to borrow money from any person, firm or corporation and to issue notes or obligations of the Foundation from time to time for any of the objects or purposes of the Foundation and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Foundation without limit as to amount; and to have one or more officers carry on the operations and exercise the powers of the Foundation.

D. To dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Foundation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, or these Articles of Incorporation, the by-laws of the Foundation, or any applicable law.

E. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

ARTICLE IV

A. It is the intention of the Foundation at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The Foundation shall not be operated for profit, and no part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to the Foundation and payments and distributions may be made in furtherance of the Foundation's purposes), and no member, trustee, director, or officer of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

A. Notwithstanding any other provision of these Articles of Incorporation, for any year during which the Foundation may be a "private foundation" within the scope of Section 509 of the Code:

1. The Foundation will distribute its income for each taxable 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.

2. The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The Foundation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

The number of Members of the Foundation, the qualifications for the Members and the manner of their admission shall be stated in the Bylaws of the Foundation, but in no event shall the number of Members be less than one.

ARTICLE VII

The street address and city of the initial registered office of the Foundation are: Murphy, Reid, Pilotte, Ord & Austin, 340 Royal Palm Way, Suite 100, Palm Beach, FL 33480-4347; and the name of its initial registered agent at such address is Eugene W. Murphy, Jr., Esq.

ARTICLE VIII

The number of the directors constituting the initial Board of Directors of the Foundation is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Joseph Gurwin	150 North Ocean Boulevard Palm Beach, Florida 33480
Eric Gurwin	5 Coventry Road Livingston, New Jersey 07039
Laura Flug	1125 Park Avenue New York, New York 10128

The method of election of directors is as stated in the bylaws.

ARTICLE IX

This corporation is organized on a non-stock basis.

ARTICLE X

In the event of dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government exclusively for public purpose.

ARTICLE XI

The name and address of the incorporator is:

Name

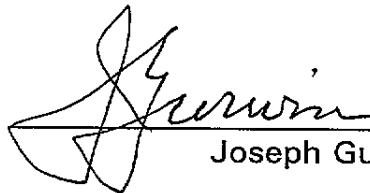
Address

Joseph Gurwin

150 North Ocean Boulevard
Palm Beach, Florida 33480

IN WITNESS WHEREOF, the undersigned being the incorporator of the Foundation has executed these Articles of Incorporation this 19 day of MARCH, 1998.

Signature of Incorporator:



Joseph Gurwin

STATE OF FLORIDA
COUNTY OF PALM BEACH

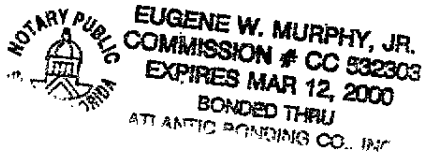
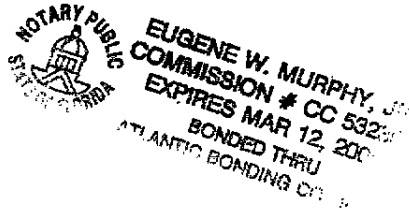
The foregoing instrument was acknowledged before me this 19th
date of March, 1998, by JOSEPH GURWIN who is
personally known to me and who did take an oath.

Eugene W. Murphy, Jr.

Notary Public

Name of Notary - Printed/Typed

(SEAL)
My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

**THE JOSEPH AND ROSALIND GURWIN
FOUNDATION, INC.**

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.

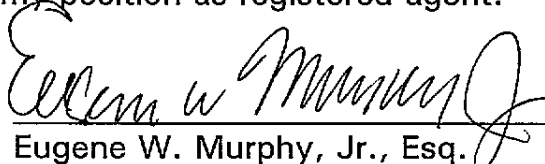
1. The name of the corporation is: THE JOSEPH AND ROSALIND GURWIN FOUNDATION, INC.

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

Eugene W. Murphy, Jr., Esq.
 Murphy, Reid, Pilotte, Ord & Austin
 340 Royal Palm Way, Suite 400
 Palm Beach, FL 33480-4347

ACKNOWLEDGEMENT:

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.


 Eugene W. Murphy, Jr., Esq.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAR 27 PM 12:17

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