

N98000004747



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 930974 4303929

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 12:43

ORDER DATE : August 18, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 930974-005

CUSTOMER NO: 4303929

8000002618838--5

CUSTOMER: Ms. Yolanda Rodriguez  
GREENBERG TRAUIG

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: THE PAUL ABRAMS ENDOWMENT  
PROJECT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*gf* 8/18/98

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE PAUL ABRAMS ENDOWMENT PROJECT, INC.**  
**(a Florida Not-For-Profit Corporation)**

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**ARTICLE I**  
**NAME**

The name of this corporation shall be The Paul Abrams Endowment Project, Inc. (hereinafter called the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or mailing address of the Corporation is 2587 Northeast 182<sup>nd</sup> Terrace, North Miami Beach, Florida 33180.

**ARTICLE III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized for the purpose of promoting and encouraging the teaching of the fine arts, in particular sculpture, through grants, awards and exhibitions and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**  
**MEMBERSHIP**

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami Florida 33131; and the name of the Corporation's initial registered agent at that address is Andrew E. Balog.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

**ARTICLE VII**  
**INCORPORATOR**

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

Andrew E. Balog  
c/o Greenberg Traurig, P.A.  
1221 Brickell Avenue  
Miami, Florida 33131

**ARTICLE VIII**  
**DISSOLUTION**

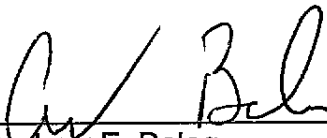
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE IX**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 18<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Andrew E. Balog  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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**WITNESSETH:**

That, The Paul Abrams Endowment Project, Inc., desiring to organize under the laws of the State of Florida, has named Andrew E. Balog, located at c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 18<sup>th</sup> day of August, 1998



Andrew E. Balog  
Registered Agent

MIAMI/BALOGA/971837/klvh011.DOC/8/17/98