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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.  
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July 27, 1998

Telephone: 305/448-3900  
Facsimile: 305/446-9206

OF COUNSEL  
Martin E. Segal, P.A.

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Eber Family Foundation  
Articles of Incorporation  
Our File No. 9874-1

900002605689--6  
-08/03/98--01099--016  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Gentlemen:

On behalf of the above referenced Foundation, I enclose herewith an original and one (1) copy of the executed, notarized Articles of Incorporation, together with my firm check in the amount of \$122.50.

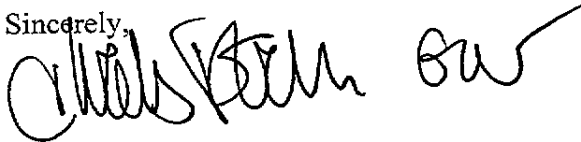
Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:abc

Enclosure

cc: Mr. Victor I. Eber

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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R. Purinton AUG 27 1998



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 6, 1998

**SACHER, MARTINI & SACHER, P.A.**  
2655 LEJEUNE ROAD SUITE 1101  
CORAL GABLES, FL 33134

**SUBJECT: EBER FAMILY FOUNDATION**  
Ref. Number: W98000017809

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

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 798A00041031

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF THE  
EBER FAMILY FOUNDATION, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the Corporation shall be the:

EBER FAMILY FOUNDATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

4975 S.W. 82<sup>nd</sup> Street  
Miami, Florida 33143

ARTICLE III  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To provide for the education of needy individuals, orphans, abused and homeless children, and battered and abused women, through the establishment of scholarship programs, grants or loans in accordance with applicable limitations of the Internal Revenue Code of 1986, as amended from time to time (herein referred to as the "Code");

(2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues;

(3) To make contributions to any organization other than a church or organized religious group or a direct contribution to any educational institution and, except as herein limited, as described

in §501(c)(3) of the Code, with the exception of the organization testing for public safety;

(4) The prohibition against making contributions to churches, religious organizations and direct contributions to educational institutions does not prohibit the use of the funds to support orphanages and other similar residential facilities even though such orphanages or residential facilities are owned and operated by churches, religious organizations or educational institutions, so long as the primary purpose of such organization is to provide assistance to orphans or the residents in such facilities and so long as contributions to these organizations are allowable to private foundations.

#### ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the 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 Article III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in §503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

#### ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United

States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII  
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII  
MEMBERSHIP

The members of the Corporation shall initially consist of the persons signing the Articles of Incorporation. Thereafter, only members of the Corporation shall be direct lineal descendants of the initial incorporators and, regardless of the number of such members, the membership votes shall be by family with the descendants of the incorporators' Son, STEVEN L. EBER, constituting one (1) "Membership Group" and the descendants of the incorporators' Daughter, SUSAN EBER MASSON, constituting the other "Membership Group". Lineal descendants of either STEVEN L. EBER or SUSAN EBER MASSON, shall automatically become members of the Corporation upon attaining age eighteen (18), subject to the limitation on voting as described above.

ARTICLE IX  
SUBSCRIBERS

The name and residence address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victor I. Eber	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143
Beatriz L. Eber	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143

ARTICLE X  
OFFICERS

(1) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Victor I. Eber	President	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143
Susan E. Masson	Vice President	7260 S.W. 107 <sup>th</sup> Terrace Miami, Florida 33156
Steven L. Eber	Treasurer	625 San Servando Avenue Coral Gables, Florida 33143
Beatriz L. Eber	Secretary	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143

ARTICLE XI  
DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than two (2) nor more than eight (8) directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victor I. Eber	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143
Beatriz L. Eber	4975 S.W. 82 <sup>nd</sup> Street Miami, Florida 33143
Charles P. Sacher	7341 S.W. 162 <sup>nd</sup> Street Miami, Florida 33157

(3) Notwithstanding the number of Directors which will always be an even number, the "Membership Group" consisting of STEVEN L. EBER and his lineal descendants shall have the right to elect or appoint one-half ( $\frac{1}{2}$ ) of the members of the Board of Directors and the "Membership Group" consisting of SUSAN EBER MASSON and her lineal descendants shall have the right to elect or appoint one-half ( $\frac{1}{2}$ ) of the Board of Directors. Provided, however, that during the lifetime of either of the initial incorporators, either both of the initial incorporators shall serve as Directors or, if only one (1) is capable of serving, then the surviving initial Director may

elect or appoint the other Director who shall serve until the death, resignation or incapacity of the survivor of the incorporators.

ARTICLE XII  
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII  
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, the EBER FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as c/o Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134, Miami-Dade County, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE XIV  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XV  
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509(a) of the Code the following provisions shall become operative:

(1) The Corporation shall 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 §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.



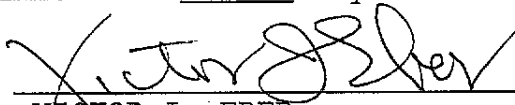
(2) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

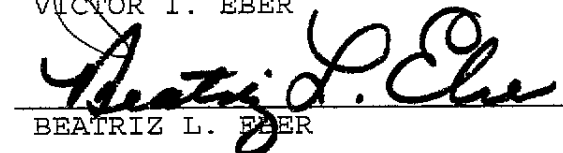
(3) The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

WITNESS OUR HANDS AND SEALS THIS 24 day of June, 1998.


  
VICTOR I. EBER (SEAL)

  
BEATRIZ L. EBER (SEAL)

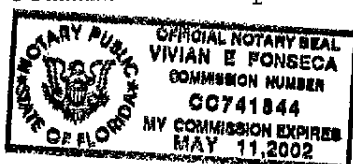
STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared VICTOR I. EBER and BEATRIZ L. EBER, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 24 day of June, 1998.

  
Notary Public, State of Florida  
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for the EBER FAMILY FOUNDATION, INC. at place designated in ARTICLE XIII of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

Charles P. Sacher (SEAL)  
Registered Agent

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