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TALLAHASSEE, FLORIDA

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REFERENCE:

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12-14-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

LNR Foundation, Inc

STATE FEES PREPAID WITH CHECK #

3809

FOR \$

78.75

PLEASE FILE:

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☒ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

T. SMITH DEC 14 1998

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TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
LNR Foundation, Inc.**

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is: LNR Foundation, Inc.

The principal office of this corporation is at: 760 N.W. 107th Avenue, Suite 300, Miami,
Florida 33172.

The mailing address of this corporation is: 760 N.W. 107th Avenue, Suite 300, Miami,
Florida 33172.

**ARTICLE II
PURPOSES**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes. This corporation is organized for general charitable, educational and scientific purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational and scientific purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

**ARTICLE III
MANNER OF ELECTION OF DIRECTORS**

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a by-law duly adopted by the members.

B. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

C. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held each year at such time and place as the President may designate from time to time.

D. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
<u>Stuart Miller</u>	<u>700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172</u>
<u>Jeffrey Krasnoff</u>	<u>760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172</u>
<u>Steven Saiontz</u>	<u>760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172</u>

ARTICLE IV EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, directors or officers or other private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and reimbursement of expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation).

B. 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 in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation or the laws of any jurisdiction otherwise applicable, the corporation shall not carry on any activities not permitted to be carried on and shall not make any distribution not permitted to be made (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law, or (b) by a corporation contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

D. Notwithstanding the foregoing: (a) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (b) 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 Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (c) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; (d) the

corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law; and (e) the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law.

ARTICLE V DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of this corporation are as follows:

<u>Name</u>	<u>Address</u>
<u>Franklin W. Nitikman</u>	<u>201 South Biscayne Boulevard, 22nd Floor,</u> <u>Miami, Florida 33131-4336</u>

ARTICLE VIII AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Not for Profit Corporation Act of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted,

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either by a resolution of the Board of Directors, or by following the procedure set therefor in the By-Laws.

ARTICLE IX DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable, scientific, educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE X REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172 and the name of its registered agent at said address shall be Shelly Rubin.

ARTICLE XI AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation.

12/7/98
Date

Franklin W. Nitzberg
Incorporator

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.

12/9/98
Date

Shelly Rubin
Registered Agent

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