

N99000000562



ACCOUNT NO. : 072100000032

REFERENCE : 114721 4331939

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizote

ORDER DATE : January 27, 1999

ORDER TIME : 2:56 PM

ORDER NO. : 114721-005

300002756603--0

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG, TRAUIG, HOFFMAN P.A.
GREENBERG, TRAUIG, HOFFMAN P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: KENN JORDAN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

624
W99-2127

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 5:29

RECEIVED
99 JAN 27 PM 3:53
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 5:29

January 27, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: KENN JORDAN FOUNDATION, INC.
Ref. Number: W99000002127

We have received your document for KENN JORDAN FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00003763

RECEIVED
99 JAN 28 PM 12:53
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

KENN JORDAN FOUNDATION, INC.
(A Florida Not for Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 5:29

ARTICLE I

The name of this Corporation is **KENN JORDAN FOUNDATION, INC.** (hereinafter called the "Corporation").

The address of the principal office and the mailing address of the Corporation shall be: c/o Frank J. Avellino, 6550 North Federal Highway, Suite 240, Fort Lauderdale, Florida 33308-1404.

ARTICLE II

The Corporation shall terminate on the tenth (10th) anniversary following the death of Kenneth Jordan. However, if a court of competent jurisdiction determines that the Corporation shall terminate because of impossibility of performance, the Corporation shall terminate prior to the Anniversary Date. On such termination, the assets of the Corporation shall be distributed to one or more organizations qualified under Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code, and in such proportions as determined by Board of Trustees.

ARTICLE III

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

A. The purposes for which the Corporation is organized are as follows:

1. To receive and administer money and property for charitable, religious, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, religious, educational, and scientific purposes, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2. Any other charitable purpose permitted under Section 501(c)(3) of the Code.

B. This Corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this Corporation will 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 Code, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Code, or any other corresponding provision of any future United States internal revenue law.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE V

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VI

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VII

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee, or officer of the Corporation, or to any 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 IV hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, 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, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VIII

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Trustees shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section

501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE IX

The Corporation shall have no members.

ARTICLE X

The name and address of the incorporator of the Corporation is Kenneth Jordan, c/o Frank J. Avellino, 6550 North Federal Highway, Suite 240, Fort Lauderdale, Florida 33308-1404.

ARTICLE XI

The number of persons constituting the initial Board of Trustees shall be three (3). The number of members of the Board of Trustees may be increased or decreased as provided in the Bylaws, but in no event shall the number of Trustees be less than three (3). The names and addresses of the initial Board of Trustees are as follows:

Kenneth Jordan
c/o Frank J. Avellino
6550 North Federal Highway
Suite 240
Fort Lauderdale, Florida 33308-1404

Frank J. Avellino
4750 Northeast 23rd Avenue
Fort Lauderdale, Florida 33308-4721

Francis B. Brogan, Jr.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, Florida 33301

During the lifetime of Kenneth Jordan ("Kenn"), and while he is Unable to Act (as defined herein), Kenn shall solely have the right to elect, remove and replace members of the Board of Trustees. After the death of Kenn, or if Kenn is Unable to Act, Frank J. Avellino shall

solely have the right to elect, remove and replace members of the Board of Trustees. After the death of Frank J. Avellino, or if Frank J. Avellino is Unable to Act, Joseph Avellino and Thomas Avellino (collectively, the "Avellinos"), and while neither of them is Unable to Act (as defined herein), the Avellinos shall solely have the right to elect, remove and replace members of the Board of Trustees. After the death of either of the first to die of the Avellinos, or if either of the Avellinos is Unable to Act, the survivor of Joseph Avellino and Thomas Avellino who is not Unable to Act shall retain these rights during his lifetime and as long as he is not Unable to Act.

"Unable to Act" shall mean that a party is not able to satisfactorily perform his duties as certified by the written opinion of two (2) medically certified physicians.

ARTICLE XII

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

The Articles of Incorporation shall only be amended as follows:

(1) During the lifetime of Kenn, and while he is Unable to Act (as defined herein), Kenn shall solely have the right to amend the Articles of Incorporation of the Corporation.

(2) After the death of Kenn, or if Kenn is Unable to Act, Frank J. Avellino shall solely have the right to amend the Articles of Incorporation of the Corporation. After the death of Frank J. Avellino, or if Frank J. Avellino is Unable to Act, Joseph Avellino and Thomas Avellino (collectively, the "Avellinos"), and while neither of them is Unable to Act (as defined herein), the Avellinos shall solely have the right to amend the Articles of Incorporation of the Corporation. After the death of either of the first to die of the Avellinos, or if either of the Avellinos is Unable to Act, the survivor of Joseph Avellino and Thomas Avellino who is not Unable to Act shall retain this right during his lifetime and as long as he is not Unable to Act.

"Unable to Act" shall mean that a party is not able to satisfactorily perform his duties as certified by the written opinion of two (2) medically certified physicians.

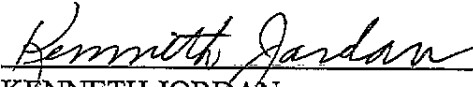
ARTICLE XIV

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Francis B. Brogan, Jr.

ARTICLE XV

The annual meeting shall be held in accordance with the Bylaws.

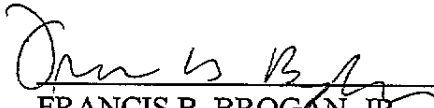
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of KENN JORDAN FOUNDATION, INC. this 27 day of JANUARY, 1999.


KENNETH JORDAN
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 5:29

**CONSENT OF REGISTERED AGENT
OF
KENN JORDAN FOUNDATION, INC.**

The undersigned, Francis B. Brogan, Jr., whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **KENN JORDAN FOUNDATION, INC.**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.


FRANCIS B. BROGAN, JR.
Registered Agent