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*****78.75 *****78.75

April 15, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 APR 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Sheltering Palms Foundation of Florida, Inc.*

Dear Ladies and Gentlemen:

Enclosed for filing is the original and one copy of Articles of Incorporation for the Sheltering Palms Foundation of Florida, Inc., a nonprofit corporation. If you find the enclosed to be in order, please file the Articles of Incorporation and return the copy, stamped with the date of receipt, together with a Certificate of Status, in the envelope enclosed for your convenience. A check in the amount of \$78.75 is enclosed in payment of your filing fee and the fee for issuing the Certificate of Status.

Yours truly,

Peter B. Nagel

Peter B. Nagel

PBN:sf

Enclosures

cc: Mr. Harvey Polly (without enclosures)

PMC
4/22/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF THE
SHELTERING PALMS FOUNDATION OF FLORIDA, INC.**

(A Nonprofit Corporation)

The undersigned incorporator, desiring to form a nonprofit corporation under the provisions of the Florida Not For Profit Corporation Act, as amended, does execute, acknowledge, and deliver to the Department of State for the State of Florida the following Articles of Incorporation:

Article I

Name

The name of the Corporation shall be:

Sheltering Palms Foundation of Florida, Inc.

Article II

Period of Duration

This Corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Department of State for the State of Florida, unless dissolved according to law.

Article III

Objects and Purposes

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection,

subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows

[a] To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for charitable purposes;

[b] To provide housing for persons and families of low and moderate income and to provide shelter for children who have suffered from various forms of abuse, in a manner consistent with Section 501(c)(3) of the Internal Revenue Code;

[c] To further any other charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and

[d] To do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

Article IV

Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

Article V

Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

[a] The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the objects and purposes set forth in Article III), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[c] No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article VI

Prohibited Acts

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation at any time is a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

[a] The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the Corporation to the tax imposed under Section 4942 of the Internal Revenue Code;

[b] The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;

[c] The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code;

[d] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[e] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Article VII
Membership and Capital Stock

The Corporation shall not have members. The Corporation shall have no capital stock.

Article VIII
Board of Directors

The affairs and management of the Corporation shall be under the control of a Board of Directors. The Board of Directors of the Corporation shall be composed of not less than one nor more than nine directors, as may be fixed by the bylaws of the Corporation. Directors shall be elected in the manner provided in, and shall serve for the terms stated in, the bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial directors of the Corporation until their successors shall have assumed office or been elected, as the case may be, and shall have qualified are as follows:

<i>Name</i>	<i>Address</i>
Harvey J. Polly	2901 Ocean Boulevard Highland Beach, Florida 33487
Harriett Polly,	2901 Ocean Boulevard Highland Beach, Florida 33487
Morton I. Kalb	165 East 66 th Street New York, New York 10021

Article IX
Bylaws

The Board of Directors shall have the power to make such bylaws as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Article X

Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article XI

Principal Office, Registered Office and Registered Agent

The mailing and street address of the principal office for the transaction of the business of the Corporation in the State of Florida shall be 2901 Ocean Boulevard, Highland Beach, Florida 33487. The address of the initial registered office of the Corporation is 2901 Ocean Boulevard, Highland Beach, Florida 33487, and the name of the registered agent at such address is Harvey J. Polly. Either the registered office or the registered agent may be changed in the manner permitted by law.

Article XII

Change in Articles of Incorporation

The Board of Directors of this Corporation shall have the right from time to time on the vote of two-thirds of the Directors, and not otherwise, to dissolve the Corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[a] Amend, alter, change, or repeal the restrictions set forth in Articles V and VI unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[c] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

Article XIII

Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

Article XIV

Internal Revenue Code


All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

Article XV


Incorporator

The name and address of the incorporator is Harvey J. Polly 2901 Ocean Boulevard, Highland Beach, Florida 33487.

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation this 12TH day of April, 1999.


Harvey J. Polly
Incorporator

The undersigned hereby consents to and accepts his appointment as the initial registered agent for the Corporation simultaneously with his being designated and states that he is familiar with and accepts the obligations of that position.


Harvey J. Polly
Registered

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TALLAHASSEE, FLORIDA