

N99000003662



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 274442 4303929

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 78.75

99 JUN 15 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 15, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 274442-005

200002904912--7

CUSTOMER NO: 4303929

CUSTOMER: Ms. Rosa Wong
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: THE IKE AUSTIN 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: Christine Lillich

EXAMINER'S INITIALS:

Christine Lillich GAVE

AUTHORIZATION BY PHONE TO
CORRECT *last page - cop name*

DATE: *04*

DGC. EXAM. *04*

RECEIVED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
PH 6/15/99

**ARTICLES OF INCORPORATION
OF
THE IKE AUSTIN FOUNDATION, INC.
(A Florida Corporation Not For Profit)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation is THE IKE AUSTIN FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II

Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Address

The address of the principal office and the mailing address of the Corporation shall be: c/o Michael C. Feinstein, 16130 Ventura Boulevard, Suite 550, Encino, California 91436.

ARTICLE IV

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V

Purposes

The Corporation is organized exclusively for religious, charitable, testing for public safety, scientific, literary and educational purposes, and for the prevention of cruelty to children and animals, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit,

including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VIII

Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Isaac E. Austin
c/o Michael C. Feinstein
16130 Ventura Boulevard
Suite 550
Encino, California 91436

Denise Austin
c/o Michael C. Feinstein
16130 Ventura Boulevard
Suite 550
Encino, California 91436

Ron Waller
c/o Michael C. Feinstein
16130 Ventura Boulevard
Suite 550
Encino, California 91436

ARTICLE IX **Members**

The Corporation shall not have members.

ARTICLE X **Distribution of Assets**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation in furtherance of the purposes of the Corporation set forth in Article V hereof. To the extent that the Board of Directors determines, in its discretion, that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article V hereof, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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 XI **Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.

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 distribution 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 Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other 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, as amended, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Federal tax code.

D. The Corporation shall distribute its income for each tax 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, as amended, or corresponding section of any future Federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.

ARTICLE XII

Bylaws

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, added to or repealed, or new bylaws may be adopted only as provided in the bylaws, or, in the absence of any provision for amendment in the bylaws in effect at any time, by a majority of all votes cast at a meeting of the Board of Directors of the Corporation at which a quorum is present.

ARTICLE XIII

Amendment of Articles

The Articles of Incorporation may be amended from time to time by resolutions adopted by a majority of votes cast at a meeting of the Board of Directors of the Corporation at which a quorum is present.


ARTICLE XIV
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 1221 Brickell Avenue, Suite 2103, Miami, Florida 33131; and the name of its registered agent at such office is Marshall R. Pasternack.

ARTICLE XV
Incorporator

The name and address of the incorporator is Marshall R. Pasternack, 1221 Brickell Avenue, Suite 2103, Miami, Florida 33131 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 14th day of June, 1999



Marshall R. Pasternack

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for THE

IKE AUSTIN FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, 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.



Marshall R. Pasternack,
Registered Agent

Date: June 14, 1999

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