



THE UNITED STATES  
CORPORATION  
COMPANY

N9900004132

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99 JUL -8 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 300180 4332405

AUTHORIZATION : Patricia Ripps

COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 300180-005

CUSTOMER NO: 4332405

CUSTOMER: Mr. Keith Salek  
HARNETT LESNICK & RIPPS, P.A.  
HARNETT LESNICK & RIPPS, P.A.  
Suite 500  
150 E. Palmetto Park Road  
Boca Raton, FL 33432

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NAME: JOHN A. STROBIS CHARITABLE  
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: Angie Glisar

EXAMINER'S INITIALS:

PH 7/8/99 ✓

ARTICLES OF INCORPORATION  
OF  
John A. Strobis Charitable Foundation, Inc.

(Under Florida Statutes Chapter 617 Section 617.0301)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the Not-for-Profit Corporation Law of the State of Florida, does hereby certify that:

**FIRST:**     Name.           The name of the Corporation is:     ..  
  
                                  John A. Strobis Charitable Foundation,  
                                  Inc.

**SECOND:**     General Purpose and Restrictions.

(a) The Corporation is a corporation described in Florida Statutes Section 617.0301, in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-for-Profit Corporation Law.

(b) The Corporation shall be operated not for profit, but exclusively for religious, charitable, scientific, literary or educational purposes. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

(c) No part of the net earnings of this Corporation shall inure to the benefit of any member, director, officer or employee of the Corporation; no member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services in effecting one or more purposes of the Corporation. No substantial part of the activities of this Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation. This Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**THIRD:**     Purpose. To solicit, collect and otherwise raise money for charitable, philanthropic, eleemosynary, and benevolent

purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to receive by gift, will or otherwise money or other property, and to distribute it as may be deemed best for the promotion of charity and philanthropy; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

**FOURTH: Liquidation.** In the event of liquidation, dissolution or winding up the Corporation, whether voluntary or involuntary, no distribution of any of the property of assets of the Corporation shall be made to any member, director or officer or employee of the Corporation, but all of such property and assets shall be distributed to organizations exempt under Section 501 © (3) of the Internal Revenue code and shall be applied to accomplish the charitable purposes for which this Corporation is organized, as the members of this Corporation, by majority vote, shall determine or as the by-laws of this Corporation shall direct.

**FIFTH: Mandatory Distribution of Income.** In any taxable year in which the Corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (b) of the Internal Revenue Code; (b) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; or © make any taxable expenditures as defined in Section 4945 © of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

**SIXTH: Initial Registered Agent and Street Address.** The name and street address of the registered agent of the Corporation is to be Harnett Lesnick & Ripps P.A., 150 East Palmetto Park Road, Boca Raton, Florida 33432.

**SEVENTH: Initial Directors** The name of each of the initial directors of the Corporation are as follows:

Frank T. Crohn

Jack R. Manning

John A. Strobis, M.D.

**EIGHTH: Directors** The number of directors and the manner of their election shall be as set forth in the bylaws.

**NINTH: Incorporator** The name and the address of the incorporator of the Corporation are as follows:

Irving Lesnick

Harnett Lesnick & Ripps P. A.  
150 East Palmetto Park Road  
Suite 500  
Boca Raton, FL 33432


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**TENTH:** Principal Office The street address of the principal office of the Corporation is to be c/o John A. Strobis, M.D., 880 NW 13th St., Boca Raton, FL 33486.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate this 6th day of July, 1999.

  
Irving Lesnick, Incorporator  
150 East Palmetto Park Road  
Boca Raton, Florida 33433

STATE OF FLORIDA       )  
                              ) s.s:  
COUNTY OF PALM BEACH)

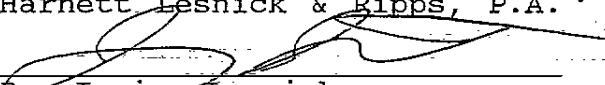
On the 6th day of July, 1999, before me came Irving Lesnick, to me known to be the individual who is described in, and who signed the annexed Certificate of Incorporation, and he acknowledged to me that he signed same.



  
Notary Public

Irving Lesnick signed accepts appointment as Registered Agent.

Harnett Lesnick & Ripps, P.A. •

  
By: Irving Lesnick  
Vice President