

GREENBERG
ATTORNEYS AT LAW
TRAURIG

N/99000004579
July 26, 1999

Via Federal Express

700002842807--8
-07/27/99-01050-008
*****78.75 *****78.75

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: The Hedy and Donald Carlin Charitable Foundation, Inc.

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced not-for-profit corporation, along with a check payable to the Secretary of State in the amount of \$78.75 in payment of the following:

| | |
|------------------------------|----------------|
| Filing Fee: | \$35.00 |
| Registered Agent Filing Fee: | \$35.00 |
| Certified Copy | <u>\$ 8.75</u> |
| Total: | \$ 78.75 |

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Beth Gdanski

Beth Gdanski
Legal Assistant

FILED
99 JUL 27 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

WPB/GDANSKIB/229923/4x#011.DOC/7/26/99

ARTICLES OF INCORPORATION
OF
THE HEDY AND DONALD CARLIN CHARITABLE FOUNDATION, INC.
(a Florida Not For Profit Corporation)

FILED
99 JUL 27 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "THE HEDY AND DONALD CARLIN CHARITABLE FOUNDATION, INC. hereinafter referred to as the "Corporation".

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is:

3350 Dixie Highway
Miami, Florida 33133.

ARTICLE III - PURPOSE

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

1. To operate exclusively as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
2. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - SCOPE OF ACTIVITY

Except as otherwise provided herein, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as the same now exist or as they may be hereinafter amended, or corresponding provisions of any future federal tax laws.

ARTICLE V - RESTRICTIONS ON ACTIVITY

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax law.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, which is exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, or by an organization described under Section 170(c)(2) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws, to which contributions are deductible under Section 170(a) of the Internal Revenue Code of 1986 and Regulations thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - MEMBERS

1. The Corporation shall have one class of members.
2. Each member must be a natural person who is eighteen years of age or older.
3. The Bylaws may establish additional qualifications for members.
4. The initial member shall be Donald Carlin.
5. The Corporation shall issue one certificate of membership to each member.
6. Each member shall be entitled to one vote.
7. The Bylaws shall provide for an annual meeting of the members of the Corporation and shall make provision for special meetings.

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

Donald Carlin
700 Biltmore Way
Suite 806-808
Coral Gables, FL 33134

ARTICLE IX - DIRECTORS

1. The property, business, and affairs of the Corporation shall be managed by a Board which shall consist of not less than three (3) directors, and which shall always be an odd number. The Bylaws may provide for a method of determining the number of directors from time to time. The initial board of directors as set out in Section 3 of this Article IX, shall consist of three (3) directors. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members of the Corporation.

2. All of the duties and powers of the Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members.

3. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

| | |
|-----------------------------|---|
| Donald Carlin | 700 Biltmore Way Suite 806-808 Coral Gables, FL 33134 |
| Ronald K. Stern, CPA | 3211 Ponce de Leon Blvd. Suite 200 Coral Gables, FL 33134 |
| Michael S. Mermelstein, CPA | 3211 Ponce de Leon Blvd. Suite 200 Coral Gables, FL 33134 |

4. The chairperson of the Board shall be elected by the Board of Directors.

ARTICLE X - OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer, and such other officers as the Board may from time to time by resolution create. The officers shall be appointed by and serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE XI - BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Directors or members in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority vote of the members.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 a public purpose.

ARTICLE XIV - INITIAL REGISTERED OFFICE
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be at 3350 Dixie Highway, Miami, FL 33133. The initial registered agent of the Corporation who shall be at that address is Donald Carlin.


WHEREFORE, pursuant to Section 617.01211, Florida Statutes, the undersigned has executed these Articles on this 3 day of February, 1999.



Donald Carlin, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3 day of February, 1999, by DONALD CARLIN, who is personally known to me or has produced _____ as identification.

Notary: 
Print Name: _____ **RONALD K. STERN**
Notary Public, State of _____
My commission expires: _____

OFFICIAL NOTARY SEAL
RONALD K STERN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC770445
MY COMMISSION EXP. SEPT 3, 2002

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act.

FIRST -- That the HEDY AND DONALD CARLIN CHARITABLE FOUNDATION,
INC. desiring to organize a not for profit corporation under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of
Dade, State of Florida, has named DONALD CARLIN as Registered Agent, who may be served
at the registered office located at 3350 Dixie Highway, City of Miami, County of Dade, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.



Donald Carlin

FILED
99 JUL 27 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA