

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : SAUNDERS-MESKE, PA
Account Number : 119990000145
Phone : (305)859-8700
Fax Number : (305)859-7531

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

99 DEC 22 AM 10:39

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FLORIDA NON-PROFIT CORPORATION

The Schiffrin Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION OF
THE SCHIFFRIN FOUNDATION, INC.**

We, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:
The Schiffrin Foundation, Inc.
7356 Pinemount Dr.
Orlando, Florida 32819

EFFECTIVE DATE: December 20, 1999

ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

To empower and assist women in realizing their full potential in the work force by providing direct assistance. Further, The Schiffrin Foundation, Inc. may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Susan Schiffrin, 7356 Pinemount Drive, Orlando, Florida 32819

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

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TALLAHASSEE, FLORIDA

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ARTICLE V
DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Directors. Susan Schiffrin shall appoint all Directors. However, the Corporation shall have no less than three (3) Directors at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Susan Schiffrin, 7356 Pinemount Drive, Orlando, Florida 32819
Paula Phillips, 3181 Oak Street, Coconut Grove, Florida 33133
Nicole Saunders-Meske, 912 Valencia Ave, Coral Gables, Florida 33134
Susan Meshover, 8017 Kenmore Cove, Orlando, Florida 32836

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until her successor is elected, qualified or appointed, or until her earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VI
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

Susan Schiffrin, 7356 Pinemount Drive, Orlando, Florida 32819

ARTICLE VII
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE VIII
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE IX
INFORMAL ACT OF DIRECTORS

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consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X
MEETING

The Corporation may hold its meetings of Directors either within or without the State of Florida.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

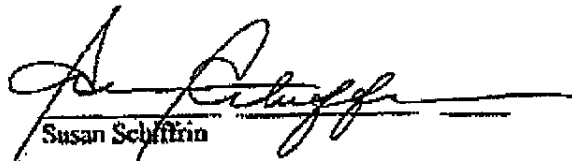
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The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 9th day of September, 1999.


Susan Schiffrin

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Susan Schiffrin to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 9th day of September, 1999.

My Commission Expires:


NOTARY PUBLIC - STATE OF FLORIDA



T Nicole Saunders-Meske
My Commission CC720539
Expires March 1, 2002

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FROM : TERESA NICOLE SAUNDERS ESQ
07/02/1995 01:30 4073517010

PHONE NO. : 3054444163
SUSAN SCHIFFRIN

Dec. 22 1999 09:08AM P6
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**DESIGNATION OF REGISTERED AGENT
THE SCHIFFRIN FOUNDATION, INC.**

In compliance with Section 43.091, FLORIDA STATUTES, and Chapter 607.0501 of the Florida Business Corporation Act, the following is submitted:

That The Schiffrin Foundation, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Orlando, County of Orange, State of Florida, has named: Susan Schiffrin, 7356 Pinemount Drive, Orlando, Florida 32819 as its Agent to accept Service of Process within this State.


Susan Schiffrin, Incorporator

Date: 9/9/99

ACKNOWLEDGMENT

Having been named as the registered agent and nominated to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of Florida Law relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


Susan Schiffrin, Registered Agent

Date: 9/9/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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