

N99000007519



ACCOUNT NO. : 072100000032

REFERENCE : 524269 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 21, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 524269-005

CUSTOMER NO: 4724636

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-12/22/99--01007--009

****128.75 ****128.75

CUSTOMER: Larry B. Alexander, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: SIDNEY KOHN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION & DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 21 AM 10:33

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 21 PM 4:42

RECEIVED

12/22/99

CERTIFICATE OF DOMESTICATION

99 DEC 21 AM 10:33

The undersigned, Sidney Kohl, President,
(Name) (Title)

of Sidney Kohl Foundation, Inc., a Florida corporation,

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 21, 1972.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Wisconsin.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Sidney Kohl Foundation, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Sidney Kohl Foundation, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
Wisconsin

I am the President, of Sidney Kohl Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have

done so on this the 20th day of December, 1999.



Sidney Kohl, President

(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

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DIVISION OF CORPORATIONS

99 DEC 21 AM 10:33

**ARTICLES OF INCORPORATION
OF
SIDNEY KOHL FOUNDATION, INC.
A Florida Corporation Not for Profit**

I, Sidney Kohl, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

Name

The name of this corporation shall be SIDNEY KOHL FOUNDATION, INC.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480, and the name of the initial Registered Agent of this corporation at said address shall be Sidney Kohl. The mailing address of the corporation shall be 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480.

ARTICLE III

Purposes and Powers

The corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real and personal as may be necessary or desirable to carry into effect the aforementioned purposes.

The corporation shall have all powers conferred upon non-profit corporations organized under Chapter 617 of the Florida Statutes and any provision enacted or hereafter amended; shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code; but shall not engage in any of the following activities:

- (1) The corporation shall not engage in any act of self-dealing as defined by the Internal Revenue Code.
- (2) The corporation shall not retain any excess business holdings defined in the Internal Revenue Code.
- (3) The corporation shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code.
- (4) The corporation shall not make any taxable expenditures as defined in Internal Revenue Code.
- (5) The corporation shall not participate in or intervene in any (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
- (6) No substantial part of the activities of corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- (7) No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of any private individual.

ARTICLE IV

Members

This corporation shall have no members.

ARTICLE V

Board of Directors

The number of Directors of the corporation shall not be less than three (3). The names and residences of the persons who are the initial Directors of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Sidney Kohl
340 Royal Poinciana Way
Suite 305
Palm Beach, Florida 33480

Dorothy Kohl
340 Royal Poinciana Way
Suite 305
Palm Beach, Florida 33480

James C. Jenkins
340 Royal Poinciana Way
Suite 305
Palm Beach, Florida 33480

James S. Levin
340 Royal Poinciana Way
Suite 305
Palm Beach, Florida 33480

ARTICLE VI

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VII

Name and Address of the Incorporator

The name and address of the Incorporator is as follows:

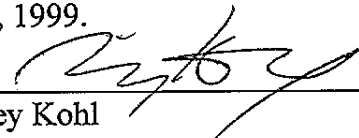
Sidney Kohl
340 Royal Poinciana Way
Suite 305
Palm Beach, Florida 33480

ARTICLE VIII

Dissolution and Liquidation

In the event of liquidation or dissolution of the corporation no liquidating or other dividends and distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed to one more organizations described in Section 501(c)(3) of the Internal Revenue Code, or any successor thereto, as amended from time to time.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of December, 1999.



Sidney Kohl
Incorporator

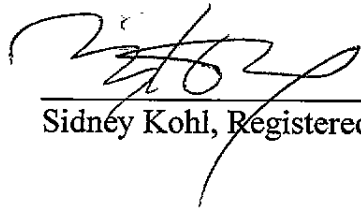
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Sidney Kohl Foundation, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480, has named Sidney Kohl as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Sidney Kohl, Registered Agent

N:\LBA\Sidney Kohl Foundation\Articles of Incorporation.wpd(ebg)

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99 DEC 21 AM 10:33