

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION
HALBERSTEIN FAMILY SUPPORTING FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 10, 2001

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**ARTICLES OF INCORPORATION
OF**

HALBERSTEIN FAMILY SUPPORTING FOUNDATION, INC.

(a Florida not-for-profit corporation)

FIRST: The name of the Corporation shall be HALBERSTEIN FAMILY SUPPORTING FOUNDATION, INC. (the "Corporation").

SECOND: The initial registered office of the Corporation is 4200 Biscayne Boulevard, Miami, Florida 33137, in the county of Miami-Dade, state of Florida, and its incorporator and initial registered agent at that address is Robert A. Seltzer. The principal business address shall be the same.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Jewish Federation (the "Federation") and its agencies. In addition, it may also from time to time make distributions to other entities that are exempt from federal taxation under Section 501(c)(3) of the Code and that further the exempt purposes of both the Corporation and the Federation. If the Federation ceases to be a "qualified organization" (a "qualified organization" is any organization described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Code), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation that further the exempt purposes of both the Corporation and the Federation.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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SIXTH: The members of the Board of Directors of the Corporation (the "Board") shall be such persons who from time to time meet the qualifications provided in this Article **SIXTH**. The Board shall initially consist of nine (9) directors (the "Directors"). Each Director shall be entitled to one vote upon any matter properly submitted to the Board for their vote. Five (5) of the Directors shall be appointed by the Board of Directors of the Federation (the "Federation Directors"). The initial Federation Directors and their respective addresses are:

Robert A. Seltzer	4200 Biscayne Boulevard Miami, Florida 33137
Jacob Solomon	4200 Biscayne Boulevard Miami, Florida 33137
Jack Bellock	19707 Turnberry Way, Apt. 8-J Aventura, Florida 33180
Dr. Barry J. Silverman	2801 N.E. 208 th Terrace, Suite 102 Aventura, Florida 33180
Isaac Olemberg	800 N.W. 21 st Street Miami, Florida 33127

The other four (4) Directors shall be appointed by Alex Halberstein (the "Family Directors"). The initial Family Directors and their respective addresses are:

Alex Halberstein	20185 East Country Club Drive, Unit #2501 Aventura, Florida 33180
Eddy Halberstein	662 N.E. 203 rd Lane North Miami Beach, Florida 33179
Danny Halberstein	2320 N.E. 211 th Street North Miami Beach, Florida 33180
Jennifer Enslain	20201 N.E. 23 rd Court North Miami Beach, Florida 33180

Any Federation Director may, at any time, be removed by the Board of Directors of the Federation with or without cause. A vacancy among the Federation Directors may be filled

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temporarily, by the remaining Federation Directors, and permanently appointed by the Board of Directors of the Federation. A vacancy among the Family Directors shall be filled by appointment in a timely manner by the remaining Family Directors. The Board may at any time increase or decrease the total number of Directors to a maximum of fifteen (15) and a minimum of five (5) Directors provided that (a) a majority of the Directors approve the change and (b) there remains at least one more member of the Federation Directors than of the Family Directors.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation;
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws; or
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

EIGHTH: Except as provided in Article SEVENTH, the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Board.

NINTH: The Corporation shall not have any members.

TENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Federation if the Federation is then a qualified organization at

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the time of the distribution. If the Federation is not a qualified organization, then the assets of the corporation shall be distributed in such manner as the Corporation's Directors shall determine, but only to qualified organizations. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, as of this 30th day of March, 2001.


Robert A. Seltzer, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

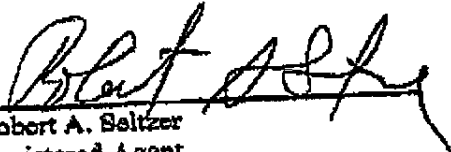
WITNESSETH:

That, Halberstein Family Supporting Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Robert A. Seltzer, located at 4200 Biscayne Boulevard, Miami, Florida 33137, 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 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 30th day of March, 2001.


Robert A. Seltzer
Registered Agent

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