

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 JUL 14 AM 8:33

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is MARCUM FOUNDATION, INC.

2. It is incorporated under the laws of FLORIDA

3. The date of its incorporation is JUNE 10, 2005

4. The address of its principal office is 1 SE 3RD AVE, SUITE 1100, MIAMI, FL 33131

5. The address of its proposed registered office in Rhode Island is 155 SOUTH MAIN STREET
(Street Address, not P.O. Box)

PROVIDENCE, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Michael Brooder
(Name of Agent)

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:

To generate and provide funds to qualified organizations, who are exempt under 501(c)(3) of the

Internal Revenue Code.

FILED

JUL 14 2015

BY V.L. 752733
8:33

7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
President	SHAUN BLOGG	1 SE 3RD AVE, STE 1100, MIAMI, FL 33131
Vice President	MARC BRESLOW	1 SE 3RD AVE, STE 1100, MIAMI, FL 33131
Treasurer	DONALD BUTLER	1 SE 3RD AVE, STE 1100, MIAMI, FL 33131
Secretary	MARC BRESLOW	1 SE 3RD AVE, STE 1100, MIAMI, FL 33131

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6/1/2015

MARCUM FOUNDATION, INC

Print Exact Name of Corporation Making Application

Signature of ☒ President ~~or~~ ☐ Vice President (check one)

Signature of ☒ Secretary ~~or~~ ☐ Assistant Secretary (check one)

State of Florida

Department of State

I certify from the records of this office that MARCUM FOUNDATION, INC. is a corporation organized under the laws of the State of Florida, filed on June 10, 2005.

The document number of this corporation is N05000006068.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on January 12, 2015, and that its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the First day of June, 2015*



Ken DeFuria
Secretary of State

Tracking Number: CU3772354445

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>



September 7, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARCUM FOUNDATION, INC.
ONE SE THIRD AVE, 10TH FLOOR
MIAMI, FL 33131

Re: Document Number N05000006068

The Articles of Amendment to the Articles of Incorporation of RACHLIN FOUNDATION, INC. which changed its name to MARCUM FOUNDATION, INC., a Florida corporation, were filed on September 7, 2012.

This document was electronically received and filed under FAX audit number H12000221254.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Annette Ramsey
Regulatory Specialist II
Division of Corporations

Letter Number: 212A00022640

Articles of Amendment
to
Articles of Incorporation
of

RACHLIN FOUNDATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N005000006068

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

MARCUM FOUNDATION, INC.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

SHAUN BLOGG

525 OKEECHOBEE BLVD, STE 750

(Florida agent address)

New Registered Office Address:

WEST PALM BEACH

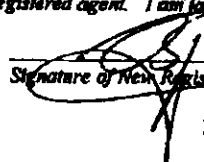
(City)

Florida 33401

(Zip Code)

New Registered Agent's Signature. If changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	<u>DP</u>	<u>LAWRENCE H. BLUM</u>	<u>1 SE 3RD AVE</u>
☐ Add			<u>10TH FLOOR</u>
☒ Remove			<u>MIAMI, FL 33131</u>
2) ☐ Change	<u>DST</u>	<u>MARC K. POWERS</u>	<u>1 SE 3RD AVE</u>
☐ Add			<u>10TH FLOOR</u>
☒ Remove			<u>MIAMI, FL 33131</u>
3) ☒ Change	<u>TD</u>	<u>DONALD J. BUTLER</u>	<u>1 SE 3RD AVE</u>
☐ Add			<u>10TH FLOOR</u>
☐ Remove			<u>MIAMI, FL 33131</u>
4) ☐ Change	<u>D</u>	<u>RAY SALLER</u>	<u>1 SE 3RD AVE</u>
☐ Add			<u>10TH FLOOR</u>
☒ Remove			<u>MIAMI, FL 33131</u>
5) ☐ Change	<u>PD</u>	<u>SHAUN BLOGG</u>	<u>525 OKEECHOBEE BLVD</u>
☒ Add			<u>SUITE 750</u>
☐ Remove			<u>WEST PALM BEACH, FL 33401</u>
6) ☐ Change	<u>VD</u>	<u>MICHAEL NOVAK</u>	<u>1 SE 3RD AVE</u>
☒ Add			<u>10TH FLOOR</u>
☐ Remove			<u>MIAMI, FL 33131</u>

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	PT	John Doe
☒ Remove	V	Mike Jones
☒ Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	SD	ILYSSA BLUM	450 E. LAS OLAS BLVD
☒ Add			9TH FLOOR
☐ Remove			FT. LAUDERDALE, FL 33301
2) ☐ Change	VD	MARC BRESLOW	1 SE 3RD AVE
☒ Add			10TH FLOOR
☐ Remove			MIAMI, FL 33131
3) ☐ Change			
☐ Add			
☐ Remove			
4) ☐ Change			
☐ Add			
☐ Remove			
5) ☐ Change			
☐ Add			
☐ Remove			
6) ☐ Change			
☐ Add			
☐ Remove			

[The page contains faint horizontal lines, suggesting it was part of a lined document or notebook.]

The date of each amendment(s) adoption: JULY 19, 2012

Effective date if applicable: upon filing
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated: 8/28/2012

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael H. Novak
(Typed or printed name of person signing)

Vice President

(Title of person signing)

**ARTICLES OF INCORPORATION
OF**

FILED

2005 JUN 10 A 11:52

RACHLIN FOUNDATION, INC.
(A Florida Corporation Not for Profit)

TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this Corporation is RACHLIN FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II
Corporate Nature

The Corporation is a not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Address

The address of the principal office and the mailing address of the Corporation shall be One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131.

ARTICLE IV
Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V
Purposes

The Corporation is organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary and education purposes, and to foster national and international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), and for the prevention of cruelty to children and animals, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights, and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain, and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof and to secure the same by mortgage, pledge, or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and to perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, who shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) people. The number and method of election or appointment of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VIII
Board of Directors

The Board of Directors shall be elected or appointed as set forth in the bylaws of the Corporation.

ARTICLE IX
Members

The Corporation shall not have any members.

ARTICLE X
Dissolution and Disposition of Assets

A. Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote given by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code ("exempt purpose"), or the remaining assets shall be distributed either to the federal government or to a state or local government for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county where the principal office of the Corporation is then located. Such court shall determine which organization or organizations that the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

ARTICLE XI
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V of these Articles of Incorporation.

B. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not either participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Additionally, the Corporation shall

not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activity not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or
- (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

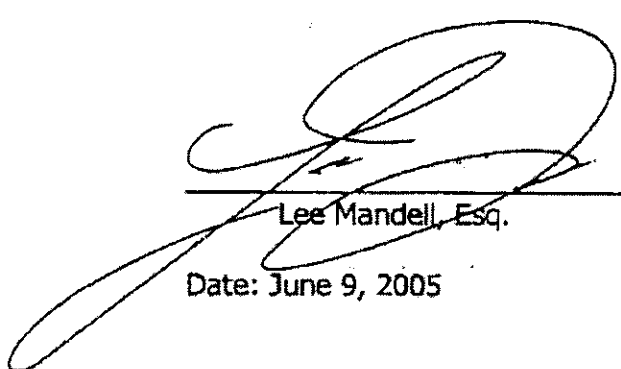
D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not:

- (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code; or
- (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for RACHLIN FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Lee Mandell, Esq.

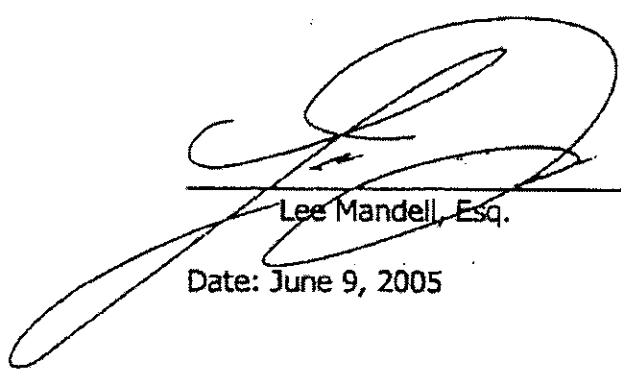
Date: June 9, 2005

FILED

2005 JUN 10 A 11:52
SECURITY STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for RACHLIN FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Lee Mandell, Esq.

Date: June 9, 2005

FILED

2005 JUN 10 A 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

www.incspot.com

CSC- Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8086
850-558-1515 (Fax)

Matter# RACHLIN FOUNDATION
Project Id :
Additional Reference :

Order# 420699-5
Order Date 06/10/2005

Entity Name : RACHLIN FOUNDATION, INC.
Jurisdiction : FL-Secretary of State
Request for : Incorporation/Formation Filing
File# : N05000006068
File date : 06/10/2005
Result : Filed

Ordered by LEE MANDELL, ESQ at LEE MANDELL, P.A.

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.incspot.com.

If you have any questions concerning this order or IncSpot, please feel free to contact us.

Cindy Harris
charris2@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

N05000006065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

D. WHITE JUN 13 2005



800055167398

FILED

2005 JUN 10 A 11:52

TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 420699 81395A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : June 10, 2005

ORDER TIME : 10:17 AM

ORDER NO. : 420699-005

CUSTOMER NO: 81395A

CUSTOMER: Lee Mandell, Esq
Lee Mandell, P.a.

10th Floor
1 S.e. 3rd. Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: RACHLIN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

BYLAWS
OF
RACHLIN FOUNDATION, INC.

Adopted June 10, 2005

ARTICLE I
Name, Seal, and Offices

1.1 Name. The name of this corporation is RACHLIN FOUNDATION, INC. (hereinafter referred to as the "Corporation").

1.2 Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "RACHLIN FOUNDATION, INC." and in the center the words and figures "Corporation Not For Profit Florida". The Board of Directors may change the form of the seal or the inscription thereon at their pleasure.

1.3 Offices. The registered office of the Corporation shall be at such location in the State of Florida as may be appointed by the Board of Directors. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE 2
Guiding Principles

2.1. Purpose. The Corporation exists and operates for the purposes described in its Articles of Incorporation.

2.2. Fund-Raising and Administrative Expenses. The Board of Directors of the Corporation at all times shall be cognizant of the portion of grants received by potential recipients of the Corporation's funds that are spent by such potential recipients on expenses related to fund-raising and administration. To the extent that the Corporation makes grants to other organizations rather than carrying on its own programs, the Board of Directors of the Corporation shall give preference to organizations that minimize their fund-raising and administrative expenses.

ARTICLE 3
Members and Meetings of Members

3.1. Members. The Corporation shall not have any members.

ARTICLE 4

Directors

4.1. Generally. All power and authority of the Corporation shall be vested exclusively in the Board of Directors which shall manage and direct the affairs of the Corporation. The members of the Board of Directors shall be referred to as "directors." The Board of Directors, by general resolution, may delegate to committees of its own members or to officers of the Corporation such powers as it may see fit.

4.2. Number and Qualification. The number of directors of the Corporation shall be determined and may be increased or decreased from time to time by the Board of Directors, but in no event shall there be fewer than three (3) directors or more than five (5) directors. When the number of directors is decreased, each director in office shall continue to serve either until his or her term expires or until his or her resignation or removal. Directors shall be of legal age and need not be residents of the State of Florida.

4.3. Election of Directors; Term of Office. The initial Directors shall be elected as set forth in Section 617.0205(1)(b)2, Florida Statutes. Thereafter, Directors shall be elected annually for a term of one (1) year by the members of the Board of Directors of the Corporation at the annual meeting of the Board of Directors to hold office either until the next annual meeting of the Board of Directors, until their successors are elected and take office, or until their earlier resignation or removal. All directors shall be elected as a group, all candidates shall be voted upon in a single ballot, and all members of the Board of Directors who participate in the election shall be required to vote for as many different candidates as the number of director positions to be filled in such election. The candidates receiving the largest number of votes in such single ballot shall be elected. Directors may be reelected without restriction.

4.4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4.5. Removal. Any director may be removed from office by the affirmative vote of a majority of the Directors of the Corporation either at any regular meeting or at any special meeting called for that purpose either with or without cause. Additionally, the provisions of Section 617.0808 of Florida Statutes, or any successor thereto, are incorporated by reference into these Bylaws, to the extent same may be applicable to the Corporation.

4.6. Vacancies. Any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled as provided in Sections 4.12 and 4.13 of this Article 4 for the unexpired portion of the term by the directors then serving. Any director so elected by the Board of Directors shall hold office until the succeeding

annual meeting of the Board of Directors and until the election and qualification of his or her successor.

4.7. Annual Meetings. The annual meeting of the Board of Directors shall be held each year at such location, date, and/or time as may be fixed by the Board of Directors, but in no event later than the first Monday of December of each year. The annual meeting shall be for the purpose of organization, for the election of officers and directors, and for the transaction of other business.

4.8. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such times and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President as he or she sees fit and must be called by the President upon the written request of any two members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, any business may be transacted at any directors' meeting.

4.9. Notice of Meetings. Notice of the time, place, and purposes of the annual meeting shall be given to each director not less than ten nor more than 30 days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given to each director not less than five nor more than 30 days before the date thereof. Regular meetings of the Board of Directors, held pursuant to a schedule previously adopted by the Board of Directors and made known to all directors, may be held without additional notice. Notice of any meeting may be waived by any director. At any meeting at which any director shall be present, even though without any notice or waiver, any business may be transacted.

4.10. Method of Giving Notice. Notices shall be deemed given immediately upon personal delivery; five days following the date of dispatch, postage prepaid, via United States registered or certified mail, return receipt requested; on the next business day following the date of dispatch, delivery charges prepaid, via United States Express Mail, FedEx Priority Service, or other reputable overnight delivery service; or on the date of transmission via electronic mail ("email") or telephone electronic facsimile ("fax"), provided that written confirmation of completed transmission is received at the transmitting fax machine. Notices that are given by mail, overnight delivery service, email, or fax shall be deemed received hereunder only if addressed to the director at the last address, recipient email address or fax number, as the case may be, that the director shall have provided in writing to the Secretary of the Corporation for receipt of notices.

4.11. Chairperson. At all meetings of the Board of Directors, the President, any Vice President, or in their absence, a chairperson chosen by the directors present, shall preside.

4.12. Voting By Directors. In all votes of the Board of Directors, each director shall be entitled to cast one (1) vote.

4.13. Quorum. At all meetings of the Board of Directors, the presence of directors entitled to cast a majority of all votes that can be cast by all of the directors (including vacant director positions) shall be sufficient to constitute a quorum for the transaction of business. The presence of directors entitled to cast a majority of all votes that can be cast by all of the directors then in office (even if less than a majority of all votes if all director positions were filled) shall be sufficient to constitute a quorum for the sole purpose of filling vacant seats on the Board of Directors or vacant offices of the Corporation. The act of directors casting a majority of the votes cast by directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically may be provided by statute, the Articles of Incorporation of the Corporation, or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director.

4.14. Electronic Presence at a Meeting. Any or all directors may either participate in or conduct any annual, regular, or special meeting of the Board of Directors by any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE 5

Officers

5.1. Number and Titles. The officers of the Corporation shall be the President, Secretary, Treasurer, and such other officers, including any number of Vice Presidents, with such titles, powers, and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any combination of offices may be held by the same person, except the President shall not hold any office that has the title of Vice President.

5.2. Election, Term of Office, and Qualifications. The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors for a period of one (1) year or until their successors have been duly elected. The President shall be elected from among the members of the Board of Directors, and all other officers shall be elected from among the members of the Board of Directors or such other persons as the Board of Directors may see fit.

5.3. Vacancies. In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and shall serve until the election and qualification of his or her successor.

5.4. President. The President shall preside at all meetings of the Board of Directors. He or she shall have general charge and supervision of the business and

affairs of the Corporation, subject to the direction of the Board of Directors, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.5. Vice Presidents. At the request of the President, or in the event of his or her absence or disability, any Vice President, if any shall then be in office, shall perform the duties and possess the powers of the President; and to the extent authorized by law, each Vice President, if any shall then be in office, shall have such other powers as the Board of Directors may determine, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.6. Secretary. The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1 of these Bylaws relating to such minutes and to the keeping of other corporate records and documents other than accounting records and financial statements. He or she may sign with the President or an authorized Vice President, in the name of and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or so ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. He or she shall be responsible for managing the funds of the Corporation and for creating and managing a yearly budget for the Corporation. He or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and he or she shall deposit the same to the credit of the Corporation at such banks or depositories as the Board of Directors may designate. He or she shall sign all receipts and vouchers. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him or her for that purpose full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation. He or she shall be responsible for the Corporation's compliance with all requirements under Article 8 of these Bylaws relating to such books and records of account and to the keeping of financial statements of the Corporation. He or she shall exhibit such books at all reasonable times to any director on application at the offices of the Corporation, and he or she shall submit the books and records of the Corporation for annual review by the Board of Directors. He or she

shall perform, in general, all of the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

5.8. Removal. Any officer may be removed from office by the affirmative vote of directors entitled to cast a majority of all of the votes that may be cast at any regular or special meeting called for that purpose with or without cause. Any officer proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10 of these Bylaws, of the meeting of the Board of Directors where such removal is to be voted upon, and he or she shall be entitled to appear before and be heard by the Board of Directors at such meeting. If the officer proposed to be removed is also a director, then the presence or absence of such director shall not be taken into account for the purpose of determining whether a quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

ARTICLE 6

Committees

6.1. Committees of the Board of Directors. By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors each of which shall consist of two or more directors. To the extent provided by such resolution, such committees shall have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed upon it, him, or her by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, no committee shall either have or be permitted to exercise the authority of the Board of Directors with respect to the election or removal of directors, amendment of the Articles of Incorporation or these Bylaws, the dissolution of the Corporation, or the disposition of substantially all of the assets of the Corporation. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

6.2. Advisory Committees. Advisory committees not having and not exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall not be limited to directors of the Corporation. Except as otherwise may be provided by resolution, members of such committees shall be selected by appointment of the President. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of the Corporation would be served best by such removal.

6.3. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor

is appointed unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

6.4. Chairperson. One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee.

6.5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

6.6. Voting and Quorum. Upon all matters voted upon by each committee, each member of such committee shall be entitled to cast one (1) vote. The presence of members of a committee having the power to cast a majority of the votes that can be cast by the whole committee shall constitute a quorum, and the act of the members of the committee having the power to cast a majority of the votes that can be cast by all of the members present at a meeting at which a quorum is present shall be an act of the committee.

6.7. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.14 of these Bylaws, regarding electronic presence at meetings of the Board of Directors, shall be applicable to committees of the Board of Directors.

6.8. Compensation. The members of any committee shall not receive any salary or fee for their services. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Payments to members of committees under this Section 6.8, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.2.(a) of these Bylaws; however, the restrictions set forth in Subsection 12.2.(c) of these Bylaws shall apply to any determination by the Board of Directors as to the making of such payments.

ARTICLE 7

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with either these Bylaws or to the extent authorized by law.

ARTICLE 8
Books, Records, and Reports Books and Records

8.1. Books and Records.

- (a) In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep and maintain as records:
 - (i) accurate accounting records, and
 - (ii) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors and a record of all actions taken by the Board of Directors, or any such committee, without a meeting.
- (b) Additionally, the Corporation shall keep:
 - (i) a copy of the Articles of Incorporation and these Bylaws and any amendments thereto,
 - (ii) the financial statements for the last three (3) years,
 - (iii) a list of the names and business street, or home, if there is no business street, addresses of its current directors and officers, and
 - (iv) its most recent annual report delivered to the Florida Department of State under Section 617.1622 of Florida Statutes.
- (c) All records of the Corporation described in Section 8.1 of this Article 8 shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the Corporation's principal office for inspection by any member of the Board of Directors or his or her agent or attorney for any proper purpose at any reasonable time.

8.2. Annual Reports. The Corporation properly shall file each year during the period prescribed by Section 617.1622 of Florida Statutes, as amended, or any successor thereto, an annual report that is in full compliance with said statute and any requirements lawfully imposed by the Florida Department of State or the successor thereto.

ARTICLE 9
Contracts, Deposits, Checks and Contributions

9.1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent, or representative shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or for any amount.

9.2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories or, pursuant to Article 13 of these Bylaws, invested from time to time for and on behalf of the Corporation, as the Board of Directors may elect.

9.3. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both of the President and the Treasurer of the Corporation.

9.4. Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation (subject to Section 13.2 of these Bylaws).

ARTICLE 10
Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting, he or she may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 11
Fiscal Year

The fiscal year of the Corporation shall commence on June 1 of each year and end on May 31.

ARTICLE 12

Prohibited Acts

12.1. Sharing in Corporate Earnings. No director, officer, employee, agent, representative, member of a committee, a person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment (subject to Section 12.2 hereof) to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation

12.2. Self-Dealing.

- (a) No disqualified person (as defined in Subsection 12.2.(b) of these Bylaws) shall either enter into or be interested, directly or indirectly, in any transaction, contract, or business relationship either with the Corporation or relating to or incidental to operations of the Corporation, nor shall any disqualified person receive from or contribute to the Corporation, directly or indirectly, any goods, services, facilities, compensation, expenses, funds, or other property unless such transaction, contract, business relationship, receipt, or contribution shall be excluded from the definition of "self-dealing" set forth in Section 4941(d) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.
- (b) For purposes of this Section 12.2, the term "disqualified person" shall mean any
 - (i) director, officer, or manager of the Corporation;
 - (ii) substantial contributor to the Corporation (as defined in Section 507(d)(2) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended);
 - (iii) spouse, lineal ancestor, lineal descendant, or spouse of a lineal descendant of any person described in item (i) or (ii) of this Subsection 12.2.(b);
 - (iv) owner of a twenty percent (20%) or greater interest in any substantial contributor to the Corporation; or
 - (v) corporation, partnership, or trust or estate in which the persons described in items (i), (ii), (iii) and (iv) of this Subsection 12.2.(b) in the aggregate have greater than a thirty-five percent (35%) voting, ownership or beneficial interest.

ARTICLE 16
Parliamentary Authority

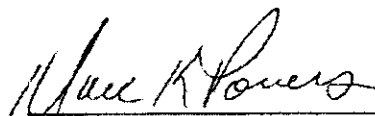
Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws, or the rules adopted by any such committee for the conduct of its meetings.

ARTICLE 17
Amendments

These Bylaws may be altered, amended, added to, or repealed, or new bylaws may be adopted, only as provided in the Corporation's Articles of Incorporation.

CERTIFICATION

I HEREBY CERTIFY that the foregoing Bylaws of RACHLIN FOUNDATION, INC. are the Bylaws duly adopted by the Board of Directors of the Corporation at its organizational meeting held by written consent of all directors effective this 10th day of June, 2005.



MARC K. POWERS, Secretary

- (c) Any contract, transaction, or act on behalf of the Corporation in a matter in which any one or more directors or officers is interested personally, if not prohibited by Section 12.2 hereof, shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation or Bylaws against the Corporation's use or application of its funds for private benefit; no contract, transaction, or act shall be entered into on behalf of the Corporation that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507 thereof; and no contract, transaction or other act described in Section 617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Corporation unless such contract, transaction, or other act is characterized under said statute as being not void or voidable. In no event, however, shall any person or other entity dealing with the directors or officers of the Corporation be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

ARTICLE 13

Investments

13.1. Management of Investments. Funds, securities, and other property of the Corporation may be invested and reinvested under the direct management of the Board of Directors, such officers of the Corporation as may be designated by the Board of Directors, or such investment managers and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose. The Board of Directors may authorize any such investment manager or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Corporation; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager or broker as to the extent and limitations of the discretion so authorized and shall require such investment manager or broker to make regular reports to the Board of Directors as to its investment policies, transactions on behalf of the Corporation, and the results thereof.

13.2. Permissible Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a director is or may be permitted by law to make or any similar restriction; provided, however, that

- (a) no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and

- (b) the Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE 14 **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent, or representative of this Corporation shall take any action or carry on any activity either by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or as they may be amended.

ARTICLE 15 **Indemnification**

Subject to Section 12.2 of these Bylaws, the Corporation shall indemnify and advance expenses on behalf of its directors and officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the directors and officers arising from their relationships with the Corporation in any and all capacities, provided that no indemnification constitutes self-dealing, as defined in Section 4941(d) of the Internal Revenue Code and its regulations, as they now exist or as they may be amended. Subject to Section 12.2 of these Bylaws, by resolution duly adopted, the Board of Directors may authorize the corporation to

- (a) indemnify any or all of its employees and agents who are not directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto, and/or
- (b) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

ARTICLE 16
Parliamentary Authority

Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws, or the rules adopted by any such committee for the conduct of its meetings.

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MARC K. POWERS, Secretary



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

