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Division of Corporations

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Account Number : 072627002473
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FLORIDA NON-PROFIT CORPORATION

Friends of Sir M.B. Davis Jewish General Hospital, I

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ARTICLES OF INCORPORATION

of

**FRIENDS OF SIR M. B. DAVIS
JEWISH GENERAL HOSPITAL, INC.**
(a Florida Not For Profit Corporation)

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this Corporation shall be FRIENDS OF SIR M. B. DAVIS JEWISH GENERAL HOSPITAL, INC.

**ARTICLE II
DURATION**

The Corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is a not for profit corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3)

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This instrument prepared by:
FRANK T. ADAMS, ESQUIRE
Florida Bar No: 279218
KATZ, BARRON, SQUITERO & FAUST, P.A.
100 N.E. 3rd Avenue, Suite 280
Fort Lauderdale, Florida 33301
Tel: (954) 522-3636
Fax: (954) 522-5119

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of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE IV
INITIAL DIRECTORS

- A. *No Stockholders.* The Corporation is organized upon a nonstock basis.
- B. *No Membership.* The Corporation shall have no members.
- C. *Directors.* The Corporation shall have four (4) initial directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The names and addresses of the initial directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

Jonathan Wener
2000 Peel Street, Suite 900
Montreal, Qc. H3A 2W5

James Alexander
1000 Sherbrooke St. West, Suite 1720
Montreal, Qc. H3A 3G4

Myer Bick
3755 Cote des Neiges, Room A-107
Montreal, Qc H3T 1E2

Henri Elbaz
3755 Cote des Neiges, Room B-119
Montreal, Qc H3T 1E2

The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: c/o Katz, Barron, Squitiero & Faust, P.A., 100 N.E. 3rd Avenue, Suite 280, Fort Lauderdale, Florida 33301

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ARTICLE VI

INITIAL REGISTERED AGENT

The initial registered address of the Corporation and its initial registered agent are as follows:

FRANK T. ADAMS, ESQ.
100 N.E. 3rd Avenue
Suite 280
Fort Lauderdale, Florida 33301

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

FRANK T. ADAMS, ESQ.
100 N.E. 3rd Avenue, Suite 280
Fort Lauderdale, Florida 33301

ARTICLE VIII
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE IX
RESTRICTION ON USE OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any

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candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X
COMPLIANCE WITH TAX LAWS

A. *Distribution of Income.* 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 the corresponding section of any future federal tax code.

B. *Self-dealing.* The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. *Excess Business Holdings.* The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

D. *Investments Jeopardizing Charitable Purpose.* The Corporation will not 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 the corresponding section of any future federal tax code.

E. *Taxable Expenditures.* The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

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ARTICLE XI
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, under the Florida Not For Profit Corporation Act, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 3rd day of January, 2002.


FRANK T. ADAMS, ESQ., Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared FRANK T. ADAMS, who is personally known to me or has produced _____ as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

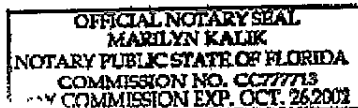
WITNESS my hand and official seal in the County and State named above this 3rd day of January, 2002.


NOTARY PUBLIC, State of Florida

(Typed, Stamped or Printed name of Notary Public)

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE 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:

FRIENDS OF SIR M. B. DAVIS JEWISH GENERAL HOSPITAL, INC., desiring to organize as a corporation not for profit under Chapter 617 of the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 100 N.E. 3rd Avenue, Suite 280, Fort Lauderdale, Florida 33301, has named FRANK T. ADAMS, ESQ. 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 agree to comply with the provisions of this Act relative to keeping said office open.


FRANK T. ADAMS, ESQ.

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