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FLORIDA NON-PROFIT CORPORATION

marilyn and edward gadinsky charitable foundation, i

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

F. CHESTER

JUL 23



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 18, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC.
REF: W03000020548

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: H03000236005
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ARTICLES OF INCORPORATION

OF

MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC.
(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is: MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC.

**ARTICLE II
PURPOSES**

A. This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes, including but not limited to exempt purposes described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purpose. Notwithstanding anything contained in this paragraph to the contrary, this corporation shall not operate for religious purposes; provided however, it may be used for charitable activities sponsored by religious organizations which are consistent with the purpose of this corporation. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

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B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of ever nature or description and wherever situated;
- (2) To sell exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the corporation may require, subject to such limitation as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift: and
- (5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct

business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

- (6) To serve as trustee of any property, real or personal wheresoever situated either within or without the State of Florida; and
- (7) In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any Political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts distributed, and obligations of the corporation, shall be used or subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code sections 501(c)(3) and 170 (c)(2). (or corresponding sections or any proper or future law), or to the federal, state or local government for exclusively public purposes.

G. The corporation will distribute its income each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code section 4942, or the corresponding section of any future federal tax code.

H. The corporation will not engage in any act of self-dealing as in defined in Code section 4941(d), or the corresponding section of any future federal tax code.

I. The corporation will not retain any excess business holdings as defined in Code section 4943(c), or the corresponding section of any future federal tax code.

J. The corporation will not make any investments in a manner as to subject it to tax under Code section 4944, or the corresponding section of any future federal tax code.

K. The corporation will not make any taxable expenditures as defined in Code section 4945(d), or the corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

Members of this corporation shall be natural persons, at least one (1) of whom

shall be a citizen of the United States, of Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three (3). The name and post office address of the members of the first Board of Directors who shall serve until their successors are elected are:

Marilyn Gadinsky	5325 Pinetree Drive, Miami Beach, FL 33140
Edward Gadinsky	5325 Pinetree Drive Miami Beach, FL 33140
Pamela Beth Gadinsky	% Marilyn and Edward Gadinsky 5325 Pinetree Drive Miami Beach, FL 33140
J. Brian Gadinsky	% Marilyn and Edward Gadinsky 5325 Pinetree Drive Miami Beach, FL 33140

Glenn Edward Lane

% Marilyn and Edward Gadinsky
5325 Pinetree Drive
Miami Beach, FL 33140

ARTICLE VI
ADDRESS OF INCORPORATOR

The address of the incorporator and principal office is:

Edward Gadinsky

5325 Pinetree Drive
Miami Beach, FL 33140

ARTICLE VII
NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is:

Edward Gadinsky

5325 Pinetree Drive
Miami Beach, FL 33140

ARTICLE VIII
BY-LAWS

The By-laws of this corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded, by a greater than majority vote.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 27th day of NOV, 2003.


EDWARD GADINSKY

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

SS:

The foregoing Articles of Incorporation were subscribed, sworn to and acknowledged before me by the foregoing incorporator, Edward Gadinsky on the 7th day of May, 2003.



Notary

Tatiana Garcia

Print Name: Tatiana Garcia

My Commission Expires:

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First: That MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC. desiring to organize under the laws of the State of Florida, with its principal office at 5325 Pinetree Drive, Miami Beach, FL 33140, has named at the same address as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

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 said Act relative to keeping open said office.


EDWARD GADINSKY

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APPLICATION FOR RECOGNITION OF
EXEMPTION UNDER SECTION 501(C)(3)

MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC.

PROPOSED THREE-YEAR BUDGET

	FYE 12/31/03	FYE 12/31/04	FYE 12/31/05
Receipts:			
Contributions from Edward Gadinsky Investment Income	\$ _____	\$ _____	\$ _____
Total Receipts	\$ _____	\$ _____	\$ _____
Disbursements:			
Grants to Public Charities Administrative Expenses	\$ _____	\$ _____	\$ _____
Total Disbursements	\$ _____	\$ _____	\$ _____
Excess of Receipts over Disbursements	\$ _____	\$ _____	\$ _____

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BY-LAWS OF

MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE II
MEMBERS**

Section 1. Qualification.

Membership is open to all persons over the age of Twenty-One (21) years who are interested in furtherance of the purposes of the Corporation.

Section 2. Manner of Admission.

Each application for Voting Member and Non-Voting Member must be sponsored by a Voting Member in good standing and be approved by a majority of Voting Members present at a meeting duly held in order for the applicant to become a Voting Member or Non-Voting Member. The initial Voting Members are Marilyn Gadinsky and Edward Gadinsky. The initial Non-Voting Members are: Pamela Beth Gadinsky, J. Brian Gadinsky and Glenn Edward Lane.

Section 3. Membership Classes.

There shall be two classes of Membership:

(a) *Voting Members.* The corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation.

(b) *Nonvoting Members.* The Board of Directors may establish one or more classes of Non-Voting Members of the Corporation by resolution and may assess dues on such Non-Voting Members. Non-Voting Members shall become Voting Members at such time as there are no living Voting Members. Unless otherwise specifically stated in these By-Laws to the contrary, all references to "Members" relate to Voting Members and not to Non-Voting Members.

Section 4. Annual Meetings.

The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors or the President of the Corporation. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 5. Special Meetings.

Special meetings of Members may be called by the President or by a majority of the Board of Directors then in office or by Members holding two-thirds (2/3) or more of the outstanding votes of the Corporation. The purposes of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 6. Place of Meeting.

The Board of Directors may designate any place, either within or without the

State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 7. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting the purpose, shall be delivered sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 8. Waiver of Notice.

A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action Without Meeting.

Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by all of the Members.

Section 10. Voting Record.

If the Corporation has six (6) or more Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the

registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member, in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

Section 11. Member Quorum and Voting.

Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a Class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 12. Votes.

Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

Section 13. Proxies.

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 14. Corporate Actions.

The following actions may be taken with the consent of a majority of the Voting Members except as such Members may from time to time authorize:

- (a) The distribution or payment of corporate assets or income in excess of \$500 per month.
- (b) The establishment and the pursuit of any activity, function or policy in connection with the Corporation' s tax exempt purposes.
- (c) Payment of the ordinary and necessary expenses of the corporation.

This Section shall not amend, limit or restrict any right of the Members granted by the Articles of Incorporation, these By-Laws or by law to vote on or direct any corporate action or inaction.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers.

Subject to the limitations of the Articles of Incorporation, these By-Laws, and the Florida Not for Profit Corporation Act concerning corporate action that must be

authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Number, Qualification, Election and Tenure.

The number of Directors shall be the number of Directors elected from time to time in accordance with these By-Laws, but shall never be less than three (3). The number of Directors may be increased or decreased from time to time by election in accordance with these By-Laws. The Directors need not be Members of this Corporation or residents of Florida. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Section 3. Annual Meetings.

The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

Section 4. Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meeting.

Special meetings of the Board of Directors may be called by the Chairman of the Board (if there is one), the President or any Director. The person or persons

authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings.

Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action without Meeting.

Any action of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken and is signed by all of the Directors and is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver.

Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by telegram to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting.

A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Vacancies.

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the Members. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

Section 11. Removal.

At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Members then entitled to vote at an election of Directors. New directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these By-Laws for vacancies.

Section 12. Presumption of Assent.

A Director of the Corporation who is present at a meeting at which a vote is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of

interest.

ARTICLE IV OFFICERS

Section 1. Election.

The officers of the Corporation shall consist of a President, Vice-President, Treasurer and a Secretary, and such other officers as the Directors from time to time shall designate. Any two or more offices may be held by the same person. Officers shall hold office until the date fixed in accordance with these By-Laws for the annual meeting of the Directors next following the election of such officers and until their successors are elected and agree to serve.

Section 2. Duties.

Each person holding a position as an officer shall have such authority and perform such duties as are normally the functions of such position and such duties as shall from time to time be assigned by the Directors.

Section 3. Removal.

Any officer may be removed, with or without cause, by the Directors by notice, in writing, delivered to the officer at his or her address maintained in the records of the Corporation. Such removal shall be effective upon such delivery of such notice.

ARTICLE V MEMBERSHIP CERTIFICATES

Section 1. Form and Issuance.

Members of the Corporation may be issued certificates signed by the President

or a Vice-President, and by the Secretary or an Assistant Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Florida; (c) the name of the person or persons to whom issued; and (d) the class of Membership. The Membership certificate itself shall convey no rights or privileges, but shall only be for identification.

Section 2. Lost, Stolen or Destroyed Certificates.

The Corporation may issue a new Membership certificate in the place of any certificate previously issued if the Member named in the certificate (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate; and (c) satisfies any other reasonable requirements imposed by the Corporation.

**ARTICLE VI
NONPROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision and may pay reasonable compensation for services to its Directors and Officers.

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**ARTICLE VII
FISCAL YEAR**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida Business Corporation Act and the Florida Not For Profit Corporation Act.

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TALLAHASSEE, FLORIDA
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CERTIFICATION

I, the undersigned President of MARILYN AND EDWARD GADINSKY CHARITABLE FOUNDATION, INC., hereby certify that the foregoing is a true and correct copy of the By-Laws of this Corporation and the same are in full force and effect as of the date of my signature below.

MARILYN AND EDWARD GADINSKY
CHARITABLE FOUNDATION, INC., a
Florida not-for-profit corporation

By: _____

EDWARD GADINSKY

Date: May 7th, 2003

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