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TALLAHASSEE, FLORIDA

05 MAY 24 PM 1:15

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5/26/05
BNK



Barbara Black Goldfarb
Foundation Chair
Barry J. Silverman, M.D.
Immediate Past Chair
Sanford B. Miot
Chair, Long Range Planning

COMMITTEE CHAIRS

Steven D. Brooks
Professional Advisory
Ellie Ganz
Golden Care Foundation
May Lipschutz
Golden Givers
Alfred Golden
Founder, Golden Givers
Joan Gross
Hedy Whitebook
Heritage Society
Fran Berrin
Lourdes Gittelman
Lion of Judah Endowment
Richard Yulman
Investment
Gail Meyers
Intergenerational Programs
Dr. Sidney L. Olson, z"l
Founding Chair,
Heritage Society

FOUNDATION PROFESSIONAL STAFF

Stephen C. Lande, J.D.
Foundation Director
Herbert Eisenberg
Assistant Director
Eileen Barak
Director of Golden Care
Pam DiGiacomo
Director, Professional
Advisory Committee
Laurence Glazer, J.D., LL.M.
Director of Planned Giving
Cindy Kramer
Bonnie Soloff
Care Managers



GREATER MIAMI JEWISH FEDERATION

Michael M. Adler
President
Jacob Solomon
Executive Vice President
Myron J. "Mike" Brodie
Executive Vice President Emeritus

May 17, 2005

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Kalish Family Foundation

Gentlemen:

Enclosed herewith is the Transmittal letter plus the original Articles of Incorporation and two copies for filing of the subject Kalish Family Foundation, Inc. as well as a check for \$87.50.

Please send us by return mail a certified copy and certificate for the subject corporation to:

Stephen C. Lande
Kalish Family Foundation, Inc.
4200 Biscayne Boulevard
Miami, FL 33137

Thank you for your consideration.

Very truly yours,

Herbert Eisenberg

Light The
Flame
That Burns
Forever

GREATER MIAMI JEWISH FEDERATION
STANLEY C. MYERS BUILDING

4200 Biscayne Boulevard • Miami, Florida 33137 • (305) 576-4000 • FAX (305) 572-2875

ARTICLES OF INCORPORATION

OF

Kalish Family Foundation, Inc.

A Florida Not for Profit Corporation

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05 MAY 24 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation shall be the Kalish Family Foundation, Inc. (hereinafter, the "Corporation").

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

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

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

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

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

Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. There shall initially be seven (7) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. Four (4) of the Directors shall be appointed by the Board of Directors of the Federation and shall be termed the "Federation Directors." The initial Federation Directors and their respective addresses are:

Sondra J. Hardis	52 Wychwood Drive Moreland Hills, OH 44022
Richard M. Jacobs	6246 S.W. 99 th Terrace Miami, FL 33156
Jacob Solomon	4200 Biscayne Boulevard Miami, FL 33137
Stephen C. Lande	4200 Biscayne Boulevard Miami, FL 33137

The other three (3) Directors shall be appointed by Nedra Kalish and shall be termed the "Family Directors". The initial Family Directors and their respective addresses are:

Nedra Kalish	60 Edgewater Drive, Apt. 9A Coral Gables, FL 33133
Geoffrey O. Kalish	33 Larchmont Avenue Larchmont, NY 10538
Michele Kalish	33 Larchmont Avenue Larchmont, NY 10538

Any Federation Director may be removed at any time, with or without cause, by the Board of Directors of the Federation. A vacancy among the Federation Directors may be filled temporarily, by the remaining Federation Directors, and permanently appointed by the Board of Directors of the Federation. A vacancy among the "Family Directors" shall be filled by appointment in a timely manner by the remaining family Directors. The seven (7) Foundation Directors may at any time agree to increase or decrease the total number of Directors, provided that: a) a majority of the Federation and Family Directors approve the change; and, b) there remains at least one more member of the Federation Directors than of the Family Directors.

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

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

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

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

NINTH: There will not be any members of the Corporation.

TENTH: Upon the dissolution of the Corporation, the Directors shall distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, ("purposes"). Any such assets not so distributed shall be distributed by a Court competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, this 10 day of May, 2005.

Kalish Family Foundation, Inc.

By: Nedra Kalish

Attest: [Signature]

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above taking acknowledgements, personally appeared, as Incorporator, who stated that he is the incorporator, of the corporation named in the foregoing instrument and that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in Miami-Dade County, Florida this 10th day of May, 2005.



NOTARY PUBLIC
State of Florida at Large

NOTARY PUBLIC-STATE OF FLORIDA
Jean Berezin
Commission # DD411212
Expires: MAR. 24, 2009
Bonded Thru Atlantic Bonding Co., Inc.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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.



Stephen C. Lande, Registered Agent

Date: May 16, 2005

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
Kalish Family Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
*4200 Biscayne Blvd.
Miami, FL 33137*

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
Charitable, educational and religious purposes.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:
See attached

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):
See Attached

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:
*Stephen C. Lande
4200 Biscayne Blvd
Miami, FL 33137*

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:
*Stephen C. Lande
4200 Biscayne Blvd
Miami, FL 33137*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Stephen C. Lande

Signature/Registered Agent **STEPHEN C. LANDE** Date *5/16/05*

Stephen C. Lande

Signature/Incorporator **STEPHEN C. LANDE** Date *5/16/05*