





CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 167663 4732247

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : June 6, 2014

ORDER TIME : 12:47 PM

ORDER NO. : 167663-005

CUSTOMER NO: 4732247

DOMESTIC FILING

NAME: BERLIN FAMILY FOUNDATION OF  
FLORIDA, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray - EXT. 62925

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 9, 2014

CSC NETWORKS  
ATTN: EMILY GRAY

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: BERLIN FAMILY FOUNDATION OF FLORIDA, INC.  
Ref. Number: W14000035486

We have received your document for BERLIN FAMILY FOUNDATION OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 314A00012314

RECEIVED  
14 JUN 27 AM 11:04  
DIVISION OF CORPORATIONS

APPROVED  
AND  
FILED

14 JUN -6 AM 10: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BERLIN FAMILY CHARITABLE FOUNDATION, INC.**

**(A Not For Profit Florida Corporation)**

The undersigned, for the purpose of organizing a nonprofit corporation pursuant to Chapter 617 of the Florida Statutes (F.S.) hereby certifies that:

**ARTICLE I**

The name of the corporation is BERLIN FAMILY CHARITABLE FOUNDATION, INC. (the "Corporation").

**ARTICLE II**

The principal place of business and mailing address of the Corporation is 4590 PGA Blvd., Suite 204, Palm Beach Gardens, Florida 33410.

**ARTICLE III**

The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes under section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt under section 501(c)(3) of the Code, and the conduct of any lawful act or activity for which a nonprofit corporation may be organized under Chapter 617 of the Florida Statutes. In furtherance of the foregoing, the purposes of the Corporation to promote and support the arts, culture, education and other charitable causes and to do any other acts or things incidental or connected with or in advancement thereof, both as a separate organization and in cooperation with other tax exempt national, state and local organizations but not for pecuniary profit or financial gain of its members, directors, officers, or any other individual, except as permitted under Chapter 617 of the Florida Statutes.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to other organizations, exclusively for charitable and educational purposes, and engage in any lawful activity for which nonprofit corporations may be organized under Chapter 617 of the Florida Statutes.

**ARTICLE IV**

The Directors shall be elected or appointed in the manner specified in the Bylaws of the Corporation.

**ARTICLE V**

The name and Florida street address of the registered agent of the Corporation is as follows:

Nicole Bessette  
4590 PGA Blvd., Suite 204  
Palm Beach Gardens, Florida 33418

**ARTICLE VI**

The name and address of the Incorporator is as follows:

Nicole Bessette  
4590 PGA Blvd., Suite 204  
Palm Beach Gardens, Florida 33418

**ARTICLE VII**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

**ARTICLE VIII**

The initial member(s) shall be named by the incorporator. The conditions of membership in the Corporation shall be stated in the Bylaws. The member(s) shall have the right to vote on the following matters in accordance with the procedures set forth in the Bylaws:

- (a) election of the directors;
- (b) approval of any amendments or repeal of the Bylaws;
- (c) any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the Corporation; and
- (d) a sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation, including merger, consolidation, or dissolution of the Corporation.

Any action required or permitted to be taken at an annual or special meeting of the member(s) may only be taken without a meeting, without prior notice, and without a vote, if all of the members consent in writing to authorize such action.

#### ARTICLE IX

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 candidate for public office.

#### ARTICLE X

Notwithstanding any other provision in this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

#### ARTICLE XI

In the event of dissolution, all of the remaining assets and property of the Corporation shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE XII

If at any time the Corporation shall be classified as a "private foundation" pursuant to federal tax law, the Corporation shall distribute its income in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, and the Corporation shall not: (a) engage in any act of self-dealing as defined in section 4941(d) of the Code; (b) retain any excess business holdings as defined in section 4943(c) of the Code; (c) make any investments in a manner as to subject the Corporation to tax under section 4944 of the Code; or, (d) make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE XIII

Except as otherwise provided by law or in the Bylaws of the Corporation, the business of the Corporation shall be managed, and all of the powers of the Corporation shall be exercised, by the Board.

#### ARTICLE XIV

The duration of the existence of the Corporation is perpetual.

APPROVED  
AND  
FILED

14 JUN -6 AM 10: 31

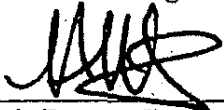
ARTICLE XV

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except for liability for: (i) any breach of the director's duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the director derived an improper personal benefit; provided, however, that relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code. If the Florida Statutes are amended after the date hereof further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended.

The Corporation is authorized to provide indemnification of agents for any breach of duty to the Corporation through Bylaw provisions, through agreements with the agents and/or through board resolutions, or otherwise, in excess of the indemnification otherwise permitted by the Florida Statutes.

*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.*



Nicole Bessette/Registered Agent

6/25/14

Date

IN WITNESS WHEREOF, the undersigned, being the incorporator, has executed this Articles of Incorporation this 25<sup>th</sup> day of June, 2014.



Nicole Bessette, incorporator