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Thank you!

ISRAEL SANDS, J.D., LL.M.
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AVOCAT EN SUCCESSIONS

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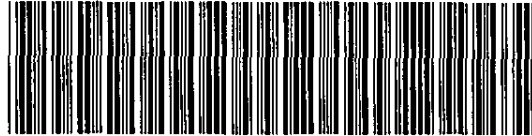
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2016

ISRAEL SANDS, J.K., LL.M.
1130 WASHINGTON AV
THIRD FLOOR
MIAMI BEACH, FL 33139

SUBJECT: BORUCHIN FAMILY FOUNDATION INC.
Ref. Number: W16000079804

We have received your document for BORUCHIN FAMILY FOUNDATION INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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 your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 316A00025417

**ARTICLES OF INCORPORATION OF
BORUCHIN FAMILY FOUNDATION INC.**

In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, Israel Sands, acting as incorporator of a corporation under the Statute of Florida adopts the following articles of incorporation:

Article I: Name

The name of the corporation is BORUCHIN FAMILY FOUNDATION INC.

Article II: Principal Office

The principal address is 9999 Collins Avenue #6A, Bal Harbour, Florida 33154.

Article III: Purpose

This corporation is organized exclusively for the charitable purpose of furthering programs for mentally challenged Jewish children and adults, and supporting Jewish culture and awareness in South Florida, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Article IV: Duration

The corporation shall have perpetual duration.

Article V: Tax Exemption Requirements

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) 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 exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

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Article VI: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable 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, or the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII: Registered Office and Agent

The street address of the initial registered office of the corporation is: 1130 Washington Avenue, Third Floor, Miami Beach, Florida 33139. The name of the original registered agent at such address is Israel Sands.

Article VIII: Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be three; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one (1) years until the next annual meeting following the election of directors and until the qualification of their successors in office.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Aliza Beilin	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154
David Ben Arie	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154
George Lerman	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154

Article IX: Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Israel Sands	3520 East Fairview St Miami, Florida 33131

Article X: Officers

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Aliza Beilin	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154
David Ben Arie	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154
George Lerman	c/o Rosita Boruchin 9999 Collins Avenue #6A Bal Harbour, Florida 33154

Article XI: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth herein.

Article XII: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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. Any such assets not so disposed of shall be disposed of by a court of 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article XIII: Effective Date

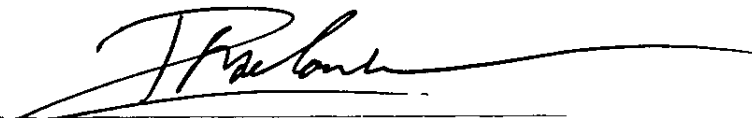
Effective date is the date of filing.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on December 10 , 2016.

I hereby acknowledge that I am familiar with and accept the duties and responsibilities of Registered Agent.

By: _____

Israel Sands



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