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FLORIDA PROFIT/NON PROFIT CORPORATION
Susie and Alan B. Levan Family Foundation, Inc.

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T. SCOTT

ARTICLES OF INCORPORATION
OF
SUSIE AND ALAN B. LEVAN FAMILY FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- ARTICLE I: NAME
The name of the corporation shall be:
Susie and Alan B. Levan Family Foundation, Inc.
- ARTICLE II: PRINCIPAL OFFICE
The mailing address and principal place of business of the corporation within Broward County, Florida, shall be as follows:
401 East Las Olas Blvd., Suite 800
Fort Lauderdale, Florida 33301
- ARTICLE III: PURPOSES AND LIMITATIONS ON POWERS
The purpose(s) for which the corporation is organized is on Attachment A.
- ARTICLE IV: ELECTION OF DIRECTORS
Election of the directors of the corporation shall be as stated in the bylaws of the corporation.
- ARTICLE V: INITIAL DIRECTORS
Election of the directors of the corporation shall be as stated in the bylaws of the corporation. The initial directors are the persons shown below:

Alan B. Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301	Susana C. Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301
Jarett Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301	Dara Kates Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301
Rachelle Levan Margolis 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301	Jeff Margolis 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301
Donald Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301	Judy Levan 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301
Gina de Varona 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301	Mario de Varona 401 East Las Olas Blvd., Suite 800 Fort Lauderdale, Florida 33301

Lauren Perlstein
401 East Las Olas Blvd., Suite 800
Fort Lauderdale, Florida 33301

Travis Acker
401 East Las Olas Blvd., Suite 800
Fort Lauderdale, Florida 33301

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation shall be as follows:
C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII: EFFECTIVE DATE; TERM OF EXISTENCE

The effective date of these Articles of Incorporation shall be the date of filing.
The corporation shall exist perpetually.

ARTICLE VIII: INCORPORATOR

The name and address of the sole Incorporator is:
Tara Anderson
Neal Gerber & Eisenberg LLP
2 N. LaSalle Street, Suite 1700
Chicago, Illinois 60602

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 13th day of July, 2018



Tara Anderson, incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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.

Registered agent

CT Corporation System

7/13/2018

By: James M. Halpin, its James M. Halpin
Assistant Secretary

Date

**Attachment A to the
Articles of Incorporation of
Susie and Alan B. Levan Family Foundation, Inc.**

ARTICLE III. PURPOSES AND LIMITATIONS ON POWERS.

The purposes for which the corporation is organized are to receive or maintain a fund or funds and to administer and apply the income and principal thereof solely for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time or the corresponding provision of any future United States internal revenue statute (the "Code"), to foster national or international amateur sports competition (but excluding any activities that involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children and animals; and including, for such purposes, the making of distributions to one or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The purposes of the corporation may be further limited by its by-laws. In general, the corporation shall be operated in such a manner so that the contributions made to it by individuals or other corporations shall qualify as deductions for charitable, religious, scientific, literary and educational contributions under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

Notwithstanding the foregoing, the following rules shall conclusively bind the corporation and all persons acting for and on behalf of it:

- (a) Notwithstanding any other provision of these Articles to the contrary, the corporation is not empowered to engage in any activity which in itself does not further the purposes set forth in Article III of these Articles of Incorporation, or which is not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or the corresponding provision of any future United States internal revenue statute, or (ii) by any corporation described in Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code or the corresponding provision of any future United States internal revenue statute.
- (b) No part of the net earnings, gains or assets 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 these Articles of Incorporation. 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.

- (c) Gifts may be made to other corporations, trusts, or community chests, funds or foundations, or associations operated exclusively for religious, charitable, scientific, literary or educational purposes, to foster national or international amateur sports competition (but excluding any activities that involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children and animals within the meaning of Section 501(c)(3) of the Code, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual having a personal or private interest in the activities of the corporation, and no substantial part of the activity of which corporation is the carrying on of propaganda or otherwise attempting to influence legislation or participating in political activities on behalf of a candidate for public office.
- (d) Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall transfer the remaining assets of the corporation (except any assets held by the corporation upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to such one or more corporations, trusts, community chests, funds, foundations or associations operated exclusively for charitable, religious, scientific, literary or educational purposes, to foster national or international amateur sports competition (but excluding any activities that involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children and animals, within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue statute, as the Board of Directors shall determine whose purposes and objectives are similar to the purposes and objectives of the corporation. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the dissolving corporation is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving corporation was organized.
- (e) In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax on undistributed income under Section 4942 of the Code, and the corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent United States internal revenue statute.