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T. SCOTT



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2020 NOV 23 AM 8:14
STATE
OF FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2020

SHULMAN ROGERS
12505 PARK POTOMAC AVENUE 6TH FLOOR
POTOMAC, MD 20854

SUBJECT: HENRIETTE VAN ECK-MARTIN PORETSKY FOUNDATION, INC.
Ref. Number: W20000125318

We have received your document for HENRIETTE VAN ECK-MARTIN PORETSKY FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 120A00021580

2020 NOV 23 PM 4:41

SHULMAN ROGERS

November 20, 2020

VIA UNITED PARCEL SERVICE

Division of Corporations
The Center of Tallahassee
2415 N. Monroe Street
Suite 810
Tallahassee, Florida 32303

RE: Henriette van Eck-Martin Poretsky Foundation, Inc.

Ladies and Gentlemen:

Enclosed for filing are the following:

Letter, dated October 30, 2020, from the Florida Division of Corporations, rejecting the Articles of Incorporation for Henriette van Eck-Martin Poretsky Foundation, Inc. that were submitted for filing on October 14, 2020; and


Corrected Articles of Incorporation for the above-mentioned corporation (2 copies).

Upon Filing, please provide a Certificate of Status. Please return the documentation to me. I've enclosed a self-addressed envelope with a pre-paid United Parcel Service Airbill.

Please contact me if additional information is needed to process this request. Thank you for your assistance.

Sincerely,

SHULMAN, ROGERS, GANDAL,
PORDY & ECKER, P.A.

By: 
Nora Whitescarver, Paralegal

Enclosures as noted

**ARTICLES OF INCORPORATION
OF
HENRIETTE VAN ECK – MARTIN PORETSKY FOUNDATION, INC.
(A Not For Profit Corporation)**

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OF FLORIDA

THIS IS TO CERTIFY:

FIRST: That, as the Incorporator, the undersigned, Martin Poretsky, whose address is 3040 Grand Bay Blvd., Unit 273, Longboat Key, Florida 34228, an adult over eighteen (18) years of age, hereby declares his intention of forming a corporation under and by virtue of the general laws of the State of Florida authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter referred to as the "Corporation") is: Henriette van Eck-Martin Poretsky Foundation, Inc.

THIRD: The purpose or purposes for which the Corporation is organized are exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). The Corporation may perform other activities permitted corporations under the General Laws of the State of Florida, to the extent such activities are permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Section 170(c)(2) of the Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code. The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Section 170(c)(2) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

FOURTH: The address at which the principal office of the Corporation in the State of Florida shall be located is 3040 Grand Bay Blvd., Unit 273, Longboat Key, Florida 34228. The registered agent of the Corporation is Martin Poretsky, a Florida resident whose address is 3040 Grand Bay Blvd., Unit 273, Longboat Key, Florida 34228.

FIFTH: THE CORPORATION IS NOT AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private

person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Board must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

SEVENTH: The powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors, who shall be elected in the manner provided from time to time in the Bylaws of the Corporation. The initial number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall not be less than one (1); and the following are the names of the directors who shall act until the first annual meeting and until their successors are duly elected and qualified or until their earlier resignation, removal from office, or death:

<u>Name</u>	<u>Address</u>
Henriette van Eck	3040 Grand Bay Blvd., Unit 273, Longboat Key, Florida 34228
Martin Poretsky	3040 Grand Bay Blvd., Unit 273, Longboat Key, Florida 34228

EIGHTH: To the maximum extent that Florida law in effect from time to time permits the liability of directors and officers to be limited or eliminated, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages, provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of

the Code and contributions to which are deductible under Section 170(c)(2) of the Code. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: (a) The Corporation shall indemnify (i) its directors to the full extent permitted by the General Laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (ii) its officers to the same extent it shall indemnify its directors; and (c) its employees to such extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Section 170(c)(2) of the Code.

(b) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the bylaws or charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

(c) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any officer or director of the Corporation may be entitled apart from the provisions of this Article.

TENTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States, but only for charitable, educational, or scientific purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by any State court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation.
acknowledging the same to be my act, on October 9, 2020.



Martin Poretsky, Incorporator
3040 Grand Bay Blvd., Unit 273
Longboat Key, Florida 34228

REGISTERED AGENT CONSENT

Martin Poretsky hereby accepts appointment as Registered Agent for the Henriette van Eck-Martin Poretsky Foundation, Inc. in the State of Florida.

Signature:

A handwritten signature in black ink, consisting of a stylized 'M' followed by a large loop and a horizontal line extending to the right.

Name:

Martin Poretsky