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ACCOUNT NO. : 072100000032

REFERENCE : 609367 6099A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizito*

ORDER DATE : March 2, 2000

ORDER TIME : 11:14 AM

ORDER NO. : 609367-005

100003154641--8

CUSTOMER NO: 6099A

CUSTOMER: Ms. Tracie C. Simonds  
MOYLE FLANIGAN KATZ FITZGERALD  
MOYLE FLANIGAN KATZ FITZGERALD  
P. O. Box 3888  
625 N. Flagler Dr., 9th Floor  
West Palm Beach, FL 33402

DOMESTIC FILING

NAME: THE S & P FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2589  
1115-5111

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00 MAR -2 PM 12:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*J 3/8/00*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -2 PM 3:27



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00 MAR -2 PM 3: 27

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 2, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE S & P FOUNDATION, INC.  
Ref. Number: W00000005711

We have received your document for THE S & P FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 200A00011666

**RESUBMIT**  
Please give original  
submission date  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
00 MAR -7 PM 3: 10  
**RECEIVED**

**ARTICLES OF INCORPORATION OF  
THE S & P FOUNDATION, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -2 PM 3: 27

The undersigned, desiring to form a Charitable Corporation pursuant to Chapter 617 of the Florida Statutes (Corporation Not for Profit) hereby certify:

**FIRST:** The name of the Corporation shall be THE S & P FOUNDATION, INC.

**SECOND:** The place in this state where the principal office of the Corporation is to be located is the City of West Palm Beach, County of Palm Beach. Located at 4601 Community Drive, West Palm Beach, FL 33417.

**THIRD:** This Corporation is organized and shall be operated exclusively for charitable and educational purposes, be they religious or non-secular, by making distributions which exclusively benefit or carry out the charitable educational and religious purposes of the Jewish Federation of Palm Beach County (The "Federation") so long as the Federation and all distributees are organized, and at all times operated, as organizations described in Section 509(a)(1) or (a)(2) of the Internal Revenue Code of 1986.

**FOURTH:** The term of the Corporation shall be perpetual.

**FIFTH:** The members of the Corporation may be individuals, corporations, associations and other organizations (collectively the "Members"). The membership of the Corporation shall be divided into two classes of Members, to be designated as Public and Donor Members. The Public Member shall be the organization specified in Article THIRD above. The Donor Members shall be **Barbara Gordon Green and Stanley Mills** and such additional persons and their successors as the Donor Member shall from time to time elect to be Donor Members; provided, however, that said Donor Members shall not exceed two in number. Donor Members shall be elected and any vacancy in Donor Membership shall be filled by majority vote of the Donor Members.

Subject to the foregoing, admission to and termination of membership shall be governed by the By-Laws of the Corporation.

**SIXTH:** The names and residences of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
<b>Barbara G. Green</b>	583 N. Lake Way Palm Beach, FL 33480

**SEVENTH:** Except as otherwise provided by law, these Articles of Incorporation, or the By-Laws of the Corporation, all of the authority of the Corporation shall be exercised by a Board of Trustees. The Board of Trustees shall be elected at the Annual Meeting of Members. The initial number of Trustees shall be five (5). A majority of Trustees shall at all times consist of persons who are elected by the Public Member. The names and addresses of the persons who are to be the initial Trustees of the Corporation who shall hold office until their successors are elected and have qualified or until removed are as follows:

<b>Barbara Gordon Green</b>	583 Northlake Way Palm Beach, FL 33480
<b>Dr. Stanley Mills</b>	University of California, San Diego P.O. Box 632 La Jolla, CA 92038
<b>Penny Marlin</b> Foundation Director	4601 Community Drive West Palm Beach, FL 33417
<b>Jeffrey Klein</b> Federation, Executive Vice President	4601 Community Drive West Palm Beach, FL 33417
<b>Eugene Phillips</b> Federation, Chief Operations Officer	4601 Community Drive West Palm Beach, FL 33417

**EIGHTH:** The principal Officers of the Corporation shall be a President, one Vice President, and a Secretary-Treasurer, who shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation.

The names of the Officers who are to serve until the first election of Officers, pursuant to the By-Laws, are as follows:

President	<b>Dr. Stanley Mills</b>
Vice President	<b>Barbara Gordon Green</b>
Secretary-Treasurer	<b>Eugene Phillips</b>

**NINTH:** The By-Laws of the Corporation shall initially be made and adopted by the Corporation's first Board of Trustees. Thereafter, the By-Laws may be amended, altered, supplemented, modified or repealed in accordance with the relevant provisions concerning amendment, alteration, supplementation, modification or repeal as may be contained in said By-Laws.

**TENTH:** Amendments to these Articles of Incorporation may be proposed by any Member or Trustee, and shall be adopted by (a) the written assent thereto of eighty percent (80%) of the Members of this Corporation, or (b) approval of fifty percent (50%) or more of the voting Members of each class of Members at a meeting called for that purposes or at any Annual Meeting of the Members. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary and executed and acknowledged by the President or Vice President, has been filed with the Department of State, approved by it, and all filing fees paid.

**ELEVENTH:** No Part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private individual, but 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 set forth in Article THIRD thereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal revenue Code of 1986 and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986 because of its relationship with the Federation, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

**TWELFTH:** Any reference in these Articles of Incorporation to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law.

**THIRTEENTH:** In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment or all of the liabilities of the Corporation, distribute all assets of the Corporation to such organization(s) as the majority of the Board of Trustees shall designate, provided that any such organization is at such time a qualified organization., An organization shall be deemed to be a "qualified organization" for purposes of this Article

THIRTEENTH only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Section 176 (c) (2) (B) of the Internal Revenue Code of 1986 and is described in Section 509 (a) (1) (2) thereof. Any of such assets not so distributed shall be distributed by the Circuit Court of the County in which the principal office of the Corporation is at the time located, exclusively for the purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

IN WITNESS WHEREOF, the subscribers hereto have hereunto affixed their signatures on the date set forth opposite their respective signatures.

Dated: 2/25/00 Barbara J. Green (Seal)  
STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss.:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -2 PM 3:27

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Barbara Gordon Green** who after being by me duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 25 day of February 2000.

Ilean Guthartz  
Notary Public State of Florida at Large  
**ILEAN GUTHARTZ**  
My Commission expires: \_\_\_\_\_  
OFFICIAL NOTARY SEAL  
ILEAN GUTHARTZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC903279  
MY COMMISSION EXP. FEB. 11, 2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance therewith:

That THE S & P FOUNDATION, INC., a non-profit corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Palm Beach, County of Palm Beach, State of Florida, has named Eugene Philips located at 4601 Community Drive, West Palm Beach, Fla. 33417, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Eugene Philips  
(Resident Agent)