



W 0000003066

ACCOUNT NO. : 072100000032

REFERENCE : 688972 81093A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 8, 2000

ORDER TIME : 9:47 AM

ORDER NO. : 688972-005

CUSTOMER NO: 81093A

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-05/08/00--01083--009
*****78.75 *****78.75

CUSTOMER: Mr. Craig R. Hersch
SHEPPARD BRETT STEWART &
SHEPPARD BRETT STEWART &
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: THE SERINE BONNIST FAMILY
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

703
W00-12054

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 2: 06

RECEIVED
05 MAY -8 PM 12: 15
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -8 PM 2: 06

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE SERINE BONNIST FAMILY FOUNDATION, INC.
Ref. Number: W00000012054

We have received your document for THE SERINE BONNIST FAMILY FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Article VI states there will be SIX director(s), whereas THREE is/are listed

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: 000A00025549

RECEIVED
00 MAY -9 PM 12: 12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
by the following date.

CERTIFICATE OF INCORPORATION
OF
THE SERINE BONNIST FAMILY FOUNDATION, INC.
A Not-for-Profit Organization

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -8 PM 2:07

THE UNDERSIGNED, being all natural persons of lawful age, acting as incorporators of a Corporation Not-for-Profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is THE SERINE BONNIST FAMILY FOUNDATION, INC.

ARTICLE II

Duration

The Corporation shall have perpetual duration.

ARTICLE III

Purpose

The Corporation is a not-for-profit Corporation. The specific and primary purposes for which this Corporation are formed are to operate for the advancement of charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "the Code").

The general purposes for which this Corporation is formed are to operate exclusively for such religious, scientific, educational or other charitable purposes as will qualify this Corporation as an exempt organization under 501(c)(3) by the distribution of its funds to organizations that are qualified as tax-exempt under the Code.

ARTICLE IV
Organization

The Corporation is organized upon a non-stock basis. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights, privileges and obligations of members, if any, shall be as regulated in the By-Laws.

ARTICLE V
Principal and Registered Office

The principal office and initial registered office of the Corporation is: 2121 W. First Street, Fort Myers, FL 33901, County of Lee, State of Florida. The name of the Corporation's initial registered agent at such street address is: **CRAIG R. HERSCH**

ARTICLE VI
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 initially shall be three(3). In no event shall the Board have less than three (3) Directors. The number of Directors may be changed by a By-Law duly adopted pursuant to the By-Laws of this Corporation. The initial Directors for the first year of corporate existence, and their residential addresses are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Claudia Frey	President/ Director	15208 Bahia Court Fort Myers, FL 33908
Vivien Cord	Secretary/Treas. Director	4 Whipporwill Lane Armonk, NY 10504
Randolph Bonnist	Vice Pres./ Director	38 Taylor Lane Harrison, NY

ARTICLE VII
Incorporators

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Claudia Frey	15208 Bahia Court, Fort Myers, FL 33908

ARTICLE VIII
Officers

The Board of Directors shall elect the following officers: President, Vice President, and Secretary/Treasurer; and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time.

ARTICLE IX
Corporate Action

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not-For-Profit Corporation Act of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a Resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

ARTICLE X
Prohibitions

The property of this Corporation is dedicated to charitable purposes 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 individual. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered so long as said Corporation does not violate Section 4941 of the Code relating to "self dealing", or any other applicable provision of the Code which would disqualify said Corporation as a tax exempt entity.

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 Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not engage in any act or self dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal Tax laws, rulings or regulations.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

ARTICLE XI
No Influence of Elections or Legislation

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 any candidate for public office.

ARTICLE XII
Dissolution

Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE XIII
Amendment

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the Corporation.

I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this Not-for-Profit Charitable Corporation under the laws of Florida, have executed these Articles as of this 27 day of April, 2000

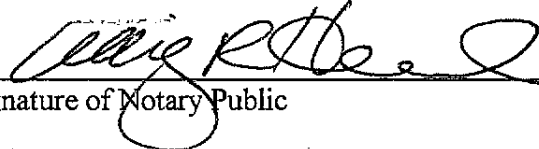


CLAUDIA FREY

STATE OF FLORIDA

COUNTY OF LEE

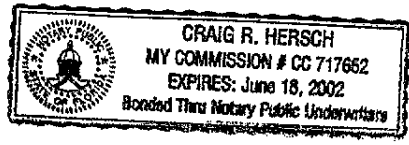
Execution of the foregoing instrument was acknowledged before me this 27 day of April, 2000, by CLAUDIA FREY, who is () personally known to me or who () produced _____ as identification.



Signature of Notary Public

Printed Name of Notary Public

(SEAL)
Comm. No:
Comm. Exp. Date:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RESIDENT AGENT ACCEPTANCE

00 MAY -8 PM 2: 07

I, CRAIG R. HERSCH, located at 2121 West First Street, Fort Myers, FL 33901, having been named to accept service of process for THE SERINE BONNIST FAMILY FOUNDATION, INC., hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



CRAIG R. HERSCH

Dated: 4-27-00