

Division of Corporations

Page 1 of 1

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## FLORIDA NON-PROFIT CORPORATION

The Children's Reach for the Stars Foundation to Ben

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FAX AUDIT NO. H01000096028 5

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**ARTICLES OF INCORPORATION  
OF  
THE CHILDREN'S REACH FOR THE STARS FOUNDATION  
TO BENEFIT CYSTIC FIBROSIS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is The Children's Reach for the Stars Foundation to Benefit Cystic Fibrosis, Inc.

**ARTICLE II**

**ADDRESS**

The address of the principal office of the Corporation and the Corporation's mailing address is 291 Bal Bay Drive, Apartment 307, Bal Harbour, Florida, 33154.

**ARTICLE III**

**PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes. The terms charitable, scientific, religious and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code").

Without limiting the generality of the foregoing, the purposes of this corporation shall include the following:

- (a) Providing assistance to children with cystic fibrosis; and

FAX AUDIT NO. H01000096028 5

(b) Making grants for research to find a cure for cystic fibrosis; provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

**ARTICLE IV**

**BOARD OF DIRECTORS**

This corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws.

The first board of directors shall consist of four (4) persons, who shall hold office until the third annual meeting of the board of directors and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than three and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
STACEY M. LEVY	291 Bal Bay Drive, Apt. 307 Bal Harbour, FL 33154
BRIAN M. LEVY	291 Bal Bay Drive, Apt. 307 Bal Harbour, FL 33154

FAX AUDIT NO. H01000096028 5

JEFFREY KLEIN

10250 Collins Avenue, #308  
Bal Harbour, FL 33154

MARC BLUMENCRANZ

108 Beach Road  
Kings Point, NY 11024**ARTICLE VII****DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to the Cystic Fibrosis Foundation, Delaware not for profit corporation, if still in existence and qualifying as an exempt organization under Code Section 501(c)(3) (or any successor legislation) or if said organization is not still in existence and qualifying as tax exempt, then said distribution shall be made to any other exempt organization(s) under Code Section 501(c)(3) (or any successor legislation) as the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine.

**ARTICLE VIII****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 291 Bal Bay Drive, Apt. 307, Bal Harbour, FL, 33154, and the name of the initial Registered Agent of the Corporation is Stacey M. Levy.

**ARTICLE IX****INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
STACEY M. LEVY	291 Bal Bay Drive, Apt. 307 Bal Harbour, FL 33154

FAX AUDIT NO. H01000096028 5

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of September, 2001.

  
STACEY M. LEVY  
Incorporator

**ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of The Children's Reach for the Stars Foundation to Benefit Cystic Fibrosis, Inc., as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: September 4, 2001.

  
STACEY M. LEVY  
Initial Registered Agent

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