

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**THE FALLS REVIEW, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE FALLS REVIEW, INC.**  
**A FLORIDA NONPROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**NAME**

The name of the corporation is THE FALLS REVIEW, INC.

**Article II**

**DURATION**

This corporation shall exist perpetually.

**Article III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV**

**MAILING ADDRESS**

The initial mailing address of the corporation is c/o Ms. Rita Gorman, 12345 Glen Falls Lane, Boynton Beach, FL 33437, Attn: Corporate Records.

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Article VPURPOSES

The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation is for the literary and educational purpose of publishing and disseminating information and news of public benefit.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose.

Article VIMEMBERS

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Street Address</u>
Abraham Kutner	7341 Potomac Falls Lane Boynton Beach, FL 33437
Frank Feldman	12317 Lakeridge Falls Drive Boynton Beach, FL 33437
Phyllis Goldstein	7374 Potomac Falls Lane Boynton Beach, FL 33437

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**Article VII****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is RITA GORMAN and the name of the initial registered agent of this corporation at that address is 12345 Glen Falls Lane, Boynton Beach, FL 33437.

**Article VIII****INITIAL BOARD OF DIRECTORS**

(a) Number. The initial Board of Directors shall have three (3) members whose names and addresses are:

<u>Name</u>	<u>Street Address</u>
Abraham Kutner	7341 Potomac Falls Lane Boynton Beach, FL 33437
Frank Feldman	12317 Lakeridge Falls Drive Boynton Beach, FL 33437
Phyllis Goldstein	7374 Potomac Falls Lane Boynton Beach, FL 33437

The number of directors may be increased or diminished by amendment of the bylaws, but shall in no case be less than three.

**Article IX****INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily

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paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### Article X

#### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted if it is specifically provide that such bylaws are not subject to amendment or repeal by the directors.

#### Article XI

#### INCORPORATORS

The name and street address of the incorporators of this corporation are:

<u>Name</u>	<u>Street Address</u>
Abraham Kutner	7341 Potomac Falls Lane Boynton Beach, FL 33437
Frank Feldman	12317 Lakeridge Falls Drive Boynton Beach, FL 33437
Phyllis Goldstein	7374 Potomac Falls Lane Boynton Beach, FL 33437

#### Article XII

#### AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred is subject to this reservation.

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IN WITNESS WHEREOF, the incorporators have executed these Articles on \_\_\_\_\_, 2001.

Abraham Kutner  
Abraham Kutner

Frank Feldman  
Frank Feldman

Phyllis Goldstein  
Phyllis Goldstein

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on Sept. 14, 2001 by ABRAHAM KUTNER, who provided Driver's License No. K356-0118 as identification and who did not take an oath.  
10500

Lynette J. Bair  
Notary Public, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on Sept 14, 2001 by FRANK FELDMAN, who provided Driver's License No. F435-260 as identification and who did not take an oath.  
29-0150

Lynette J. Bair  
Notary Public, State of Florida at Large

My Commission Expires:

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on Sept 19, 2001 by PHYLLIS GOLDSTEIN, who provided Driver's License No. 6432-660-33-712-0 as identification and who did not take an oath.

*[Signature]*  
Notary Public, State of Florida at Large

My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE FALLS REVIEW, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Boynton Beach, State of Florida, has named RITA GORMAN, located at 12345 Glen Falls Lane, Boynton Beach, FL 33437, as its agent to accept service of process within Florida.

  
ABRAHAM KUTNER, Incorporator

Dated: Sept 19, 2001

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I 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.

  
RITA GORMAN, Registered Agent

Dated: 9/24/01

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