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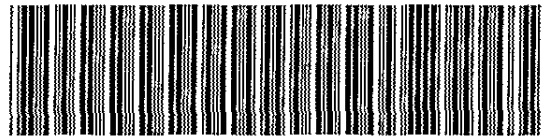
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*Law Offices of
Robert A. Kanziger*

TELEPHONE
(305) 670-2800
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(305) 670-4919

TWO DATRAN CENTER
9130 SOUTH DADELAND BOULEVARD
SUITE 1705
MIAMI, FLORIDA 33156

January 3, 2003

CERTIFIED MAIL-RETURN RECEIPT

Florida Department of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32301

Re: THE SAMANTHA FOUNDATION INC.

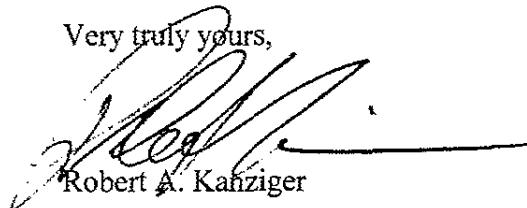
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. A check for \$78.75 is enclosed. This represents payment for filing fee, Registered Agent Designation and certified copy.

Thank you for your cooperation.

Very truly yours,



Robert A. Kanziger

RAK/sms

Enclosures

cc: Mark D. Kessler

ARTICLES OF INCORPORATION
OF
THE SAMANTHA FOUNDATION INC.

In compliance with the requirements of Florida Statute 617, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation:

ARTICLE I. CORPORATION NAME.

The name of the corporation shall be:

The Samantha Foundation Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The corporation shall have a perpetual duration.

ARTICLE III. PURPOSE

The corporation is a not for profit corporation. The purposes of which this corporation is organized are:

- a. The specific and primary purpose for which this corporation is formed are to operate for the advancement and promotion of preventative safety measures in and around the house for children and for other charitable purposes, by the distribution of its funds for that particular purpose.
- b. The general purpose for which this corporation is formed are to be operating exclusively for said educational purposes as stated above which will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

P. O. Box 14-0516
Coral Gables, Florida 33114-0516

ARTICLE V. MEMBERSHIP

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE VI. BOARD OF DIRECTORS

The Board of Directors consisting of at least three (3) individuals. The initial Directors are elected by the Incorporator. After that, each Director shall be elected by majority vote of the Board of Directors in the manner and at the time set forth in the by-laws. Any Director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

ARTICLE VII. INITIAL DIRECTORS

Mark D. Kessler
P. O. Box 14-0516
Coral Gables, Florida 33114-0516

Katherine F. Kessler
P. O. Box 14-0156
Coral Gables, Florida 33114-0516

Judith Friedman Nystrom
10 Nobel Lane
Napa, CA 94558

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert A. Kanziger, Esquire
Two Datan Center, Suite 1705
9130 South Dadeland Boulevard
Miami, Florida 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATION.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Mark D. Kessler
P. O. Box 14-0516
Coral Gables, Florida 33114-0516

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator has signed his name to the foregoing Articles of Incorporation this 3rd day of JANUARY, 2003.

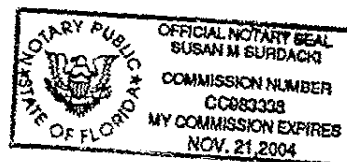
Mark D. Kessler
MARK D. KESSLER

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

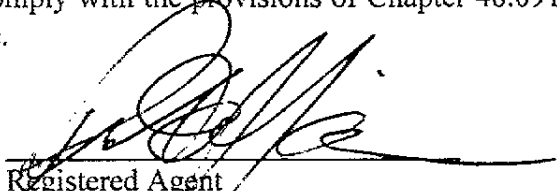
BEFORE ME, the undersigned authority, personally appeared Mark D. Kessler, who after first being duly cautioned and sworn, deposes and says that he subscribed the foregoing Articles of Incorporation as the incorporator freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 3rd day of January, 2003.

Susan M. Sundall
NOTARY PUBLIC,
State of Florida at Large



HAVING BEEN NAMED to accept service of process for the above-stated corporation at Two Datan Center, Suite 1705, 9130 South Dadeland Boulevard, Miami, Florida 33156. I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Registered Agent