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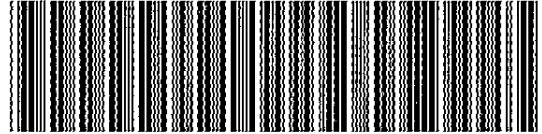
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 135840 5012985

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : June 17, 2003

ORDER TIME : 10:03 AM

ORDER NO. : 135840-005

CUSTOMER NO: 5012985

CUSTOMER: Daniel J. Mactough, Esq.  
Snow Becker Krauss P.c.

605 Third Avenue

New York, NY 10158-0125

DOMESTIC FILING

NAME: NATIONAL CHILD SAFETY  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL CHILD SAFETY FOUNDATION, INC.**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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**ARTICLE I**

The name of the Corporation is National Child Safety Foundation, Inc.

**ARTICLE II**

The principal place of business and mailing address of the Corporation shall be:

601 Brickell Key Drive  
Suite 703  
Miami, FL 33131

**ARTICLE III**

The purposes for which the Corporation is organized are:

To educate all persons and organizations in safety activity, including without limitation safety in traffic, with emphasis upon safety in transportation of children of all ages; to encourage and assist in development and testing of technology to enable operators of school buses and other vehicles to monitor and control compliance by passengers with rules and use of devices for safety; to make available to school authorities resources and services to enable them to establish and maintain improved programs for safety in transportation; and to do all such things as shall be appropriate to accomplish said purposes.

#### **ARTICLE IV**

The bylaws shall state the method of election of Directors.

#### **ARTICLE V**

The names and addresses of the initial Directors are:

Andrew M. Chinigo  
5815 W 45 Terrace  
Miami Beach, FL 33155

Marshall Kanner  
287 Palm Avenue  
Miami, FL 33139

Orlando Birbragher  
21050 NE 38<sup>th</sup> Avenue #2404  
Aventura, Florida 33180

The initial officers will be appointed at the first meeting of Directors.

#### **ARTICLE VI**

The name and Florida street address of the registered agent is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

## ARTICLE VII

The name and address of the Incorporator is:

Ralph K. Smith, Jr.  
c/o Snow Becker Krauss P.C.  
605 Third Avenue  
New York, NY 10158-0125

## ARTICLE VIII

A. Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition or for the prevention of cruelty to children or animals, all as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the code; (b) by a corporation contributions to which are deductible under Section 170(c)(2), 20055(a)(2) or 2522(a) of the Code; or (c) by a corporation not for profit organized under the laws of the State of Florida.

B. No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for reasonable expenses incurred by directors and officers in effecting the purposes of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No director or officer of the Corporation or other private person shall be entitled to share in the distribution of corporate assets upon the dissolution or other termination of the Corporation.

C. 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 or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; provided, however, that nothing in this paragraph shall prohibit either an election by the Corporation to have Section 501(h) of the Code apply to any expenditures by the Corporation to influence legislation or the making of such expenditures to the extent permissible under such Section 501(h).

## **ARTICLE IX**

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509(a) of the Code, then for the period in which the Corporation is so deemed, the Corporation:

- (a) shall distribute its income for each tax 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;
- (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

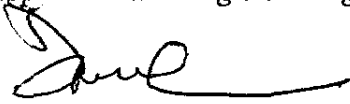
## **ARTICLE X**

Upon the dissolution or other termination of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner as the Board of Directors shall determine, exclusively for the purposes of the Corporation (subject to the provisions of Article VIII hereof), or to such organization or organizations which are organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition or for the prevention of cruelty to children or animals, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an appropriate court having jurisdiction, exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for such purposes, as such court shall determine.

## **ARTICLE XI**

References herein to Sections of the Code shall include corresponding provisions of any future United States Internal Revenue Law.

Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



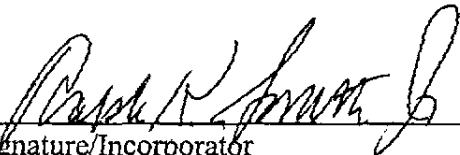
Signature/Registered Agent

6-17-03

Date

David Nickelsen, Asst VP

Printed Name/Registered Agent



Signature/Incorporator

Ralph K. Smith, Jr., Esq.

June 17, 2003

Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA