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FLORIDA NON-PROFIT CORPORATION

Robert G. Friedman Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
Robert G. Friedman Foundation, Inc.  
a Florida Not For Profit Corporation**

The undersigned, acting as Incorporator of a 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 Robert G. Friedman Foundation, Inc. and the street address of the initial principal office of the Corporation is 76 Isla Bahia Drive, Fort Lauderdale, FL 33316.

**ARTICLE II  
EFFECTIVE DATE & DURATION**

The Corporation shall have perpetual existence, commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to operate as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and whose purposes are charitable, educational, scientific, literary and religious within the United States of America and without limiting the generality of the foregoing, the corporation was organized for the following purposes:

- A. To promote education and provide financial assistance to enable needy individuals to secure an education;
- B. To promote religion, including financial assistance for erection and operation of churches and related institutions;
- C. To promote scientific research for the alleviation of human suffering;
- D. To care for the sick, aged and helpless whose private resources are inadequate, including financial assistance for the erection and operation of hospitals, nursing homes and similar and related health care facilities;
- E. To encourage measures for the prevention and suppression of disease and raising standards of medical care;

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- F. To promote and aid in the mental, moral, intellectual and physical improvement, assistance and relief of the poor, indigent or deserving inhabitants of the United States of America;
- G. To encourage and promote the public appreciation of music, painting and other fine arts; and
- H. To promote the conservation of wildlife and natural resources for public health, recreation and enjoyment.

All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE IV**

##### **POWERS**

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 The Corporation is organized as a not-for-profit entity, and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member of the Board of Directors, officer, or any private individual.

4.3 None of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.4 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be promulgated or amended; or (ii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### **ARTICLE V**

##### **NON-STOCK MEMBERSHIP CORPORATION**

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The Corporation shall be organized as a non-stock corporation, but may have members as shall be provided in the By-Laws of the Corporation.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, and Officers selected from among the Board members, which Board of Directors shall be elected by the membership of the Corporation as set forth in the By-Laws.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Corporation shall initially have three (3) members of the Board of Directors to hold office, until the first meeting of the members of said Board of Directors is held, and their successors shall have been duly elected and qualified as set forth in the By-Laws of the Corporation. The following persons shall constitute the initial members of the Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
Robert G. Friedman/Director	76 Isla Bahia Drive Fort Lauderdale, FL 33316
Eugenie S. Friedman/Director	76 Isla Bahia Drive Fort Lauderdale, FL 33316
Elizabeth Friedman O'Connor, Director	730 Isle of Palms Fort Lauderdale, FL 33301

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

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

<u>Name</u>	<u>Address</u>
Daniel P. J. O'Connor, Esq.	Brinkley, McNerney, Morgan, et al 200 East Las Olas Blvd., Suite 1900 Fort Lauderdale, FL 33301

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**ARTICLE IX**  
**INCORPORATOR**

The name and address of the undersigned Incorporator is:

NameAddress

Daniel P. J. O'Connor, Esq.

Brinkley, McNerney, Morgan, et al  
200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, FL 33301**ARTICLE X**  
**BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the membership of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation, and shall contain provisions relating to membership, the fiscal year of the Corporation, the meetings of the Corporation, and the election of officers and the Board of Directors.

**ARTICLE XI**  
**DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to any organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be promulgated or amended having a like or similar purpose or goal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of June 2003.

  
Daniel P.J. O'Connor, Incorporator

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STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this day, June 30, 2003, by Daniel P. J. O'Connor, Incorporator, who is personally known to me and who did take an oath.

[Official Seal]



Lisa A. Helzer  
MY COMMISSION # CC745219 EXPIRES  
June 14, 2004  
BONDED THROUGH TROY FARM INSURANCE, INC.

*[Signature]*  
Notary Public

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the appointment as the initial Registered Agent of the Robert G. Friedman Foundation, Inc., as made in the foregoing Articles of Incorporation.

Dated: June 30, 2003

*[Signature]*  
Daniel P. J. O'Connor, Esq.

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