

# N03000005919

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Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

be'er asher foundation, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 10, 2003

EMPIRE

SUBJECT: BE'ER ASHER FOUNDATION, INC.  
REF: W03000019574

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF BE'ER ASHER FOUNDATION, INC.

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be BE'ER ASHER FOUNDATION, INC. hereinafter referred to as the "Foundation" or the "corporation."

ARTICLE II  
PURPOSE

The purposes for which the Foundation is formed are:

confined to such purposes as would qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that section.

This Foundation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of Florida, including but not limited to those enumerated in Florida Statutes Section 617.0302. However, this corporation is not empowered to engage in any activity which is not itself in furtherance of its purposes as a corporation exempt under Section 501(c)(3), as set forth in the preceding paragraph of this Article or as a corporation to which contributions are deductible under 170(c)(2) of the Code or corresponding provision of any subsequent federal tax laws, nor is it empowered to engage in any activities described in the succeeding paragraphs of this Article.

This Foundation shall not engage in any activities prohibited under Florida Law including, but not limited to, any prohibited activities contained in Florida Statutes §617.0835, as amended and is prohibited from engaging in any act of self-dealing as defined in Section 4942 of the Code. The Foundation is prohibited from retaining any excess business holdings (as defined in Section 4943(c)

This instrument Prepared By:  
Isaac K. Fisher, Esquire  
4601 Ponce De Leon Blvd.  
Suite 300  
Coral Gables, Florida 33146  
Florida Bar No.

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of the Code) and is prohibited from making any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Foundation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate (by publication or distribution of any statements or otherwise) in any political campaign or behalf of any candidate for public office.

No part of the net earnings, properties or assets of the Foundation shall inure to the benefit of any private person or individual, or any member, officer or trustee of this Foundation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and shall at that time qualify for tax-exempt organization under the Code. The Foundation shall distribute such amounts at such times and in such a manner as to not be subject to tax under Sections 4942 of the Code.

### ARTICLE III MEMBERSHIP

The Foundation shall have one class of membership, Class A Voting Members.

### ARTICLE IV EXISTENCE

The Foundation shall have perpetual existence.

### ARTICLE V DIRECTORS

The affairs of the Foundation shall be managed by a Board of Directors as provided in the By-Laws, but not less than ~~three~~ (3).

The names and addresses of the members of the first Board of Directors of the Foundation (which shall initially be three), who shall hold office until the first election and thereafter until successors are duly elected and have taken office is as follows:

<u>Name</u>	<u>Address</u>
Isaac K. Fisher	5881 S.W. 105 <sup>th</sup> Street Pinecrest, Florida 33156
Miriam G. Fisher	5881 S.W. 105 <sup>th</sup> Street Pinecrest, Florida 33156

Robert G. Berrin

6445 S. Mitchell Manor Circle  
Pinecrest, Florida 33156

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the Voting members of the Foundation at the annual meeting of the Voting Membership as provided by the By-Laws of the Foundation, and the By-Laws shall provide for the method of voting in the election and for the removal from office of Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Voting Members, and thereafter until qualified successors are duly elected and have taken office.

If a Director elected by the general Voting Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

#### ARTICLE VI OFFICERS

The Foundation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Foundation, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors annually for terms of one year and until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Foundation, who shall hold office until successors are duly elected and have taken office, shall be as follows:

<u>President:</u>	Isaac K. Fisher
<u>Vice President:</u>	Miriam G. Fisher
<u>Secretary-Treasurer:</u>	Miriam G. Fisher

ARTICLE VII  
BY-LAWS

The By-Laws of the Foundation may be made, altered, or rescinded at any regular meeting of the Directors, or any special meeting duly called for such purpose, upon the vote of the Directors as provided in the By-Laws, except that the initial By-Laws of the Foundation shall be made and adopted by the first Board of Directors in its organizational action.

ARTICLE VIII  
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Foundation or by Voting Members of the Foundation holding one-third (33-1/3%) of the voting rights in the Class A Voting Membership. These Articles may be amended at any regular meeting of the Board, or at any special meeting of the Board duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the Directors present at a meeting at which a quorum is present.

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator and subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Isaac K. Fisher	4601 Ponce de Leon Blvd., Suite 300 Coral Gables, Florida 33146

ARTICLE X  
REGISTERED AGENT

The initial registered office of this corporation shall be:

4601 Ponce de Leon Blvd., Suite 300  
Coral Gables, Florida 33146

with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

Isaac K. Fisher, Esquire

ARTICLE XI

The initial principal place of business of the corporation shall be:

4601 Ponce de Leon Blvd  
Suite 300  
Miami, Florida 33146

ARTICLE XII  
DEDICATION OF PROPERTY

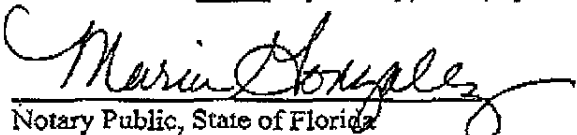
The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. If this corporation holds assets in trust, such assets shall be disposed of in such manner as may be directed by appropriate order of the Circuit Court in and for Miami-Dade County, Florida, upon petition before the Attorney General of the State of Florida or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 9<sup>th</sup> day of July, 2003.

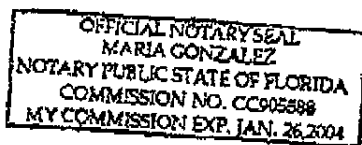
  
Isaac K. Fisher

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

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2003, by Isaac K. Fisher who is personally known to me.

  
Notary Public, State of Florida

My commission Expires:

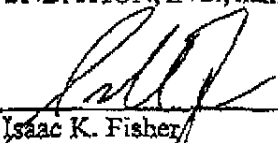


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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for BE'ER ASHER FOUNDATION, INC., named in the foregoing Articles of Incorporation.

  
Isaac K. Fisher

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