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FLORIDA NON-PROFIT CORPORATION

APPEL FAMILY FOUNDATION, INC.

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Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
APPEL FAMILY FOUNDATION, INC., A FLORIDA NONPROFIT CORPORATION**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1: Name

The name of this Corporation is APPEL FAMILY FOUNDATION, INC., a Florida nonprofit corporation.

Article 2: Not For Profit

This Corporation is a nonprofit corporation under the laws of the State of Florida, and is, therefore, not formed for pecuniary profit.

Upon the dissolution or winding up of this Corporation, all of the assets of the same, after the payment of all debts, liabilities and expenses thereof, shall be distributed as determined by the Board of Trustees to such organization or organizations as shall have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

Article 3: Duration

This Corporation shall have perpetual existence.

Article 4: Purposes

This Corporation is not organized for pecuniary profit or financial gain, and shall be operated exclusively for the following not for profit purposes:

A. To assist the poor, underprivileged, impoverished and aged by distributing funds to or for their benefit for subsistence, geriatric services, indigent services, education

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or healthcare, including the making of free loans to such persons; by providing fellowships or scholarships for such persons to allow them to avail themselves of religious and educational opportunities; to establish a library or libraries for the study of the Bible and Bible interpretation, and to promote seminars, retreats and other gatherings for such study.

B. To distribute to, or otherwise support other organizations exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

D To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5: Limitation

Notwithstanding the foregoing, this Corporation shall not engage in or carry on any activity not otherwise permitted pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time. Further, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes

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set forth in Article 4 hereinabove.

Article 6: Initial Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is c/o Barry Ross, CPA, Morrison, Brown, Argiz, and Farra, LLP, 1001 Brickell Bay Drive 9th Floor, Miami, FL 33131, and the mailing address of the Corporation is the same.

Article 7: Initial Board of Trustees

The management of this Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. Members of the Board of Trustees shall be elected pursuant to the By-Laws. The By-Laws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of this Corporation are as follows:

Barry Appel
901 W. 43rd Court
Miami Beach, Florida 33140-2953

Esther Appel
901 W. 43rd Court
Miami Beach, Florida 33140-2953

Tova Rosenfeld, CPA
4101 Pine Tree Drive
Unit 1403
Miami Beach, Florida 33140

Article 8: Officers

The Officers of this Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided

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in the By-Laws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation are as follows:

Barry Appel
901 W. 43rd Court
Miami Beach, Florida 33140-2953

President and Treasurer

Esther Appel
901 W. 43rd Court
Miami Beach, Florida 33140-2953

Vice-President and Secretary

Article 9: Incorporators

The name and address of each Incorporator are as follows:

Daniel Zemel, Esq.
1558 N.E. 162 Street
North Miami Beach, Florida 33162

Article 10: By-Laws

The By-Laws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article 11: Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

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Article 12: Indemnification

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the fullest extent permitted by the laws of the State of Florida.

Article 13: Commencement of Corporate Existence

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription of these Articles of Incorporation.

Article 14: Nonstock Basis

This Corporation is organized on a nonstock basis. This Corporation shall not issue any shares of stock.

Article 15: Initial Registered Agent and Registered Office


The initial Registered Agent and Registered Office of the Corporation are: Daniel Zemel, Esq., 1558 N.E. 162 Street, North Miami Beach, Florida 33162.

In witness whereof the undersigned have signed these Articles of Incorporation this 9 day of November, 2004.


Daniel Zemel, Esq.

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Dated: November 9, 2004


Daniel J. Zemel, Esq.

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