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Page 1 of 1  
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**FLORIDA NON-PROFIT CORPORATION**

**THE ELLIOTT FAMILY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
THE ELLIOTT FAMILY FOUNDATION, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

*THE UNDERSIGNED PERSON*, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

**ARTICLE I**

The name of the corporation is **THE ELLIOTT FAMILY FOUNDATION, INC.**

**ARTICLE II**

(a) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue.

To that end, the corporation may hold any property or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principle or income in any such manner as, in the judgment of the directors, will best promote the purposes of the corporation, without limitation, except such limitation, if any, as may be contained in the instrument under

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which such property is perceived, this Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, members, or officers.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. 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 in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable 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.

(d) The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

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(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue law.

(i) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

H050000213183

### ARTICLE III

The street address of the initial principal office and the mailing address of the corporation is: c/o Richard Elliott, 2920 Mary's Way, Palm Beach Gardens, Florida 33410.

### ARTICLE IV

Membership in the corporation shall be regulated by the provisions of the Bylaws.

### ARTICLE V

The term for which the corporation is to exist shall be perpetual unless terminated sooner by the members pursuant to the Bylaws.

### ARTICLE VI

The name and address of the subscriber of these Articles is:

Stuart J. Haft, Esq.  
321 Royal Poinciana Plaza South  
Palm Beach, Florida 33480

### ARTICLE VII

The affairs of the corporation are to be managed by a President, Vice President, Secretary, and Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the

H050000213183

Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

#### ARTICLE VIII

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The Board of Directors shall be elected as provided in the Bylaws.

#### ARTICLE IX

The initial Bylaws of the corporation shall be made and adopted by the initial Board of Directors. The Bylaws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately

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waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Bylaws to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Bylaws may be made only by a two-thirds (2/3) vote of Board of Directors of the corporation.

#### ARTICLE X

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation

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may be made only by a two-thirds (2/3) vote of the Board of Directors of the corporation.

#### ARTICLE XI

Members of the Board of Directors need not be members of the corporation.

#### ARTICLE XII

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or director.

#### ARTICLE XIII

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the corporation, as may be amended from time to time.

#### ARTICLE XIV

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Stuart J. Haft, Esq.

  
Stuart J. Haft, Esq.

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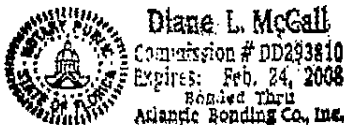
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STATE OF FLORIDA           )  
  )SS:  
COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged before me this 26<sup>th</sup> day of January, 2005 by Stuart J. Haft, Esq., who is personally known to me or has shown \_\_\_\_\_ as identification.

  
Notary Public

(NOTARIAL SEAL)



Registered Agent Acceptance

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

Date: January 26, 2005

  
Stuart J. Haft, Esq.

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