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FLORIDA NON-PROFIT CORPORATION

THE VIVIAN G. PRINS FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE VIVIAN G. PRINS FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
Name**

The name of this corporation is THE VIVIAN G. PRINS FOUNDATION, INC.,
(hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be c/o Ronald J. Stein,
Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038.

**ARTICLE III
Purpose**

The Corporation is organized for the following purposes:

To support and make distributions to scientific, charitable, literary, and educational organizations that sponsor, encourage, support and provide assistance in the form of loans or distributions to professionals, scholars, educators, scientists and men and women of literary or artistic achievement who have emigrated or are interested in emigrating to the United States or Canada;

To apply from time to time the principal of any property which it may hold and the income there from exclusively for charitable, scientific, literary, or educational purposes by such agencies and means as shall, from time to time, be found appropriate therefor including by contributions to organizations that qualify as exempt charitable, scientific, literary, or educational organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or as they may hereafter be amended;

The Corporation is empowered:

To take and hold any bequest, devise, gift, purchase, lease or otherwise, any property real or personal, without limitation as to value, insofar as the same may be held by a corporation organized under the Florida Not For Profit Corporation Law;

To hold, maintain, use, convey, sell or dispose of such property and to invest, reinvest, administer, collect and receive the income and profits thereof, and expend the principal thereof and income there from in any manner as may be permitted by law and as, in the judgment of the Board of Directors, will best promote the purposes for which the corporation is organized;

To have in furtherance of these purposes, all of the powers conferred upon or permitted to corporations organized under the Florida Not For Profit Corporation Law, including, but not limited to, the powers enumerated in section 617.0302, Florida Statutes, and the powers specified in its Bylaws;

To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes of the corporation.

Notwithstanding the foregoing, nothing herein contained shall permit this corporation to solicit gifts or contributions from the public.

ARTICLE IV

Manner of Election of Directors

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number of Directors shall be fixed by the Bylaws, but in no case shall the number be less than three. The initial Directors are listed in Article VIII hereof. Successor Directors shall be elected by a majority of the Directors then in office at the Annual Meeting of the Board to be held on such date and in such manner as the Bylaws may provide. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees which shall have and may exercise all the powers of the Board in the management of the activities and affairs of the Corporation, consistent with the Bylaws. Such committees may have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board. The Directors of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Board may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. This Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the Statute. Notwithstanding any other provisions contained herein, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting by written consent signed by all members of the Board of Directors or the committee, as the case may be, setting forth the action so taken.

ARTICLE V

Limitation of Corporate Powers

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that 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 set forth in Article III hereof. No

Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of its activities will entail the participation or intervention in any political campaign by any means, including the publication or distribution of statements on behalf of any candidate for public office, nor will the corporation engage in any activity which would, in the opinion of the directors, jeopardize an exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(a) of the Code or corresponding provisions of any subsequent Federal tax law.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE VI

Initial Registered Agent and Street Address

The name and mailing address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The registered office shall be the office of the registered agent.

ARTICLE VII

Incorporator

The name and mailing address of the incorporator is Ronald J. Stein, Stroock & Stroock & Lavan, LLP, 180 Maiden Lane, New York, New York 10038 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is three (3). The names and mailing addresses of the persons who are to serve as the initial Board are:

1. Jerome A. Manning
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
2. Etta Brandman
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
3. Michelle D. Monticciolo
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038

ARTICLE IX
Members

The corporation shall not have any members.

ARTICLE X
Duration of Corporation

The period of the duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE XI
Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation. Such 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, as amended, 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 public purposes. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the registered 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.

ARTICLE XII
Amendment of Articles

These Articles of Incorporation shall be amended only by the affirmative vote of two-thirds (2/3) majority of the entire Board.

ARTICLE XIII
Amendment of Bylaws

The Bylaws of the corporation may be amended, altered, or repealed and new Bylaws may be adopted in accordance with the provisions set forth in the then-current Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 9th day of June, 2005.

Ronald J. Stein
Ronald J. Stein

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for THE VIVIAN G. PRINS FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Print Name:

Deborah D. Skipper
Asst. V. Pres.

Title:

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