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FLORIDA NON-PROFIT CORPORATION

the jill heather goldberg charitable foundation, inc

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ARTICLES OF INCORPORATION
OF
THE JILL HEATHER GOLDBERG CHARITABLE FOUNDATION, INCORPORATED
(a corporation not for profit)

The undersigned, as the incorporator of THE JILL HEATHER GOLDBERG CHARITABLE FOUNDATION, INCORPORATED, a Florida not for profit corporation (the "Corporation"), hereby adopts and files these Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

ARTICLE I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be THE JILL HEATHER GOLDBERG CHARITABLE FOUNDATION, INCORPORATED. Its principal office and mailing address is c/o Melvin C. Morgenstern, P.A., Gables One Tower, Suite 1275, 1320 S. Dixie Highway, Coral Gables, Florida 33146.

ARTICLE II - ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III - PURPOSES AND POWER

A. The purposes for which this Corporation is organized are exclusively charitable, educational and scientific (collectively referred to herein as "charitable") within the meaning of §501(c)(3)¹ of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code § 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

The corporation may engage in any charitable activity permitted in Section 501(c)(3) of the Code. These purposes may be effectuated either directly, or by contributions to, or activities undertaken in cooperation with, organizations that have been determined to be exempt under Section 501(c)(3) of the Code.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws ("Code") and the regulations promulgated thereunder ("Treasury Regulations") as they now exist or as they may hereafter be amended.

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B. In furtherance of the Corporation's foregoing charitable purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both: and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing charitable purposes.

ii) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

iii) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

iv) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

v) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

vi) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, lease, and otherwise acquire the ownership or use of, or otherwise acquire and dispose of, and deal in interests in, real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

vii) To contract and be contracted with, and to sue and be sued.

viii) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

ix) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of

Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

x) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

xi) Each and all of the objects, purposes and powers of the Corporation shall be exercised, construed and limited in their application to accomplish the charitable purposes for which this Corporation is formed.

xii) Do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity that qualifies for exemption under §501(c)(3) of the Code.

C. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation). No director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code §§ 501(c)(3) and 170(c)(2) of the Code as specified herein.

D. No substantial part of the activities of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation other than as permitted in Section 501(h) of the Code. This Corporation shall not participate in or intervene in or do any other act in connection with, any political campaign on behalf of, or in opposition to, any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

E. All the property of this Corporation is and shall be irrevocably dedicated to charitable, educational, or scientific purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for charitable purposes which, at the time of such dissolution, qualify as an organization described in Code §§ 501(c)(3) and 170(c)(2), or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV - TERM

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

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3). The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by, the Board of Directors. The names and addresses of the initial Board of Directors of this corporation are:

Names	Addresses
Walter M. Goldberg	9701 S.W. 62 nd Court Pinecrest, FL 33156
Rosalie J. Goldberg	9701 S.W. 62 nd Court Pinecrest, FL 33156
Ian J. Goldberg	9701 S.W. 62 nd Court Pinecrest, FL 33156

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Melvin C. Morgenstern, P.A., Gables One Tower, Suite 1275, 1320 S. Dixie Highway, Coral Gables, Florida 33146 and the name and address of the initial registered agent of this Corporation at that address is Melvin C. Morgenstern, P.A.

ARTICLE VII - MEMBERS

This Corporation shall have Members. The classes of Members, and the manner in which Members shall be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VIII - MANNER IN WHICH BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will be appointed, elected, and hold office shall be as set forth in the By-Laws of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be adopted at the first meeting of the Members. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

ARTICLE XII - STOCK

This Corporation shall not have capital stock.

ARTICLE XIII - PRIVATE FOUNDATION

In any tax year in which the Corporation can be, or has been, characterized as a "private foundation" within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 3rd day of August, 2005.

REGISTERED AGENT:

Melvin C. Morgenstern, P.A.

By: _____

Melvin C. Morgenstern, President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for THE JILL HEATHER GOLDBERG CHARITABLE FOUNDATION, INCORPORATED, a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: August 2nd 2005

REGISTERED AGENT:

Melvin C. Morgenstern, P.A.

By:

Melvin C. Morgenstern, President

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SECRETARY OF STATE
DIVISION OF CORPORATE

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