

DEC-13-05 TUE 03:35 PM HACSR

FAX NO. 9043567330

P. 01/07

N05000012463

Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000284450 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.
Account Number : I20020000128
Phone : (904)356-6311
Fax Number : (904)356-7330

05 DEC 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA NON-PROFIT CORPORATION

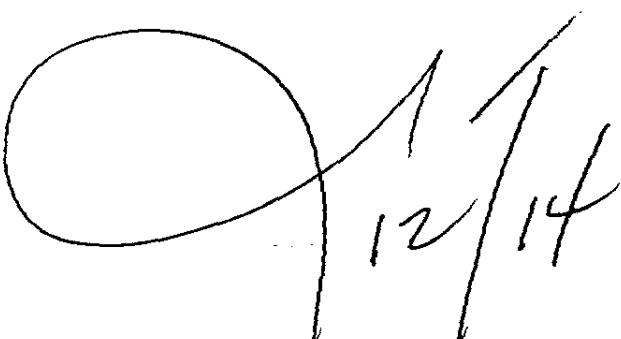
Shacter Family Foundation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help


12/14

FILED

05 DEC 13 AM 11:36

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF
INCORPORATION

SHACTER FAMILY FOUNDATION, INC.
(a Florida Corporation Not-for-Profit)

ARTICLE I
Name

The name of this Corporation is SHACTER FAMILY FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II
Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Address

The address of the principal office and the mailing address of the corporation shall be: c/o DAVID A. SHACTER, 6101 Gazebo Park Place North, Suite 107, Jacksonville, Florida 32257.

ARTICLE IV
Duration

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

ARTICLE V
Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, sci-

entific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE VI Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or thereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (a) To acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (b) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (c) To borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (d) To raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (e) To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the By-laws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the By-laws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the By-laws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII
Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

DAVID A. SHACTER, 6101 Gazebo Park Place North, Jacksonville, Florida 32257

MELODY D. SHACTER, 6101 Gazebo Park Place North, Jacksonville, Florida 32257

BARRY S. SHACTER, 400 North Pine Island Road, Suite 300, Plantation, Florida 33324

ARTICLE IX
Members

The Corporation shall not have members.

ARTICLE X
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all

debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI
Restrictions

The following restrictions shall apply:

(a) 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 V hereof.

(b) No 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections for any future federal tax code.

(d) The Corporation shall distribute its income for each tax 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 Internal Revenue Code of 1986, as amended, or corresponding section of any federal tax code.

(e) The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XII

Registered Office; Registered Agent

The name and street address of the Corporation's registered agent and office in the State of Florida are DAVID A. SHACTER, 6101 Gazebo Park Place North, Jacksonville, Florida 32257.

ARTICLE XIII

Incorporator

The name and address of the incorporator are DAVID A. SHACTER, 6101 Gazebo Park Place North, Suite 107, Jacksonville, Florida 32257 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on December 12th, 2005.


DAVID A. SHACTER, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID A. SHACTER, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, December 12th, 2005.

(NOTARY SEAL)



Kern L. Birchfield
NOTARY PUBLIC / STATE OF FLORIDA
Print Name: Kern L. Birchfield
My Commission Expires: April 25, 2008
Commission No.: DD 313419

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

DAVID A. SHACTER, desiring to organize under the laws of the State of Florida, has named DAVID A. SHACTER, as its agent to accept service of process within this state.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

DATED December 12th, 2005.

David A. Shacter
DAVID A. SHACTER, Registered Agent
6101 Gazebo Park Place North
Jacksonville, Florida 32257

05 DEC 13 AM 11:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED