

N06000001520

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

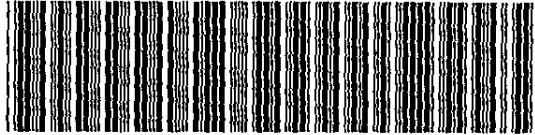
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200064372122

01/27/06--111023--028 **87.50

RECEIVED
TALLAHASSEE, FLORIDA

06 FEB -9 PM 2:54

FILED

J. Shivers FEB 14 2006

W00-4702

January 24, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: JOHN E. KUSHNER FAMILY FOUNDATION NOT FOR PROFIT
CORPORATION

Please find enclosed an original and one (1) copy of the Articles of Incorporation and a check for \$87.50. This includes the amount for the filing fee and for a Certified Copy and Certificate.

Please return the Certified Copy and Certificate to:

Barbara Kushner
2 Grove Isle Dr.
Apt. 1807
Coconut Grove, FL 33133
(305) 285 - 2535.

If there are any questions or concerns, please contact Michael I. Feldman at (305)-992-7047.

Very truly yours,

Michael I. Feldman

Cc: Barbara Kushner

FILED
06 FEB -9 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN E. KUSHNER FAMILY FOUNDATION INC. ARTICLES OF INCORPORATION

Articles of Incorporation of The John E. Kushner Family Foundation Inc.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I.

NAME OF CORPORATION

The name of the corporation is The John E. Kushner Family Foundation Inc.

Article II.

PRINCIPLE PLACE OF BUSINESS

The corporation shall have a perpetual duration until it is otherwise dissolved.

Its principle place of business will be:

2 Grove Isle Dr.
Apt 1807
Miami, Fl 33133

Article III.

PURPOSE OF CORPORATION

This corporation is a not for profit corporation. The purpose for which the corporation is organized is to raise awareness and educate the public about Alpha-One disease, assist those battling Alpha-One disease and eventually find a cure for Alpha-One disease.

FILED
06 FEB -9 PM 2:54
SECRET
TALLAHASSEE, FLORIDA

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of educational, scientific and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to raise awareness and educate the public about Alpha-One disease, assist those battling Alpha-One and eventually find a cure for Alpha-One disease.

(b) The general purposes for which this corporation is formed are to operate exclusively for education and scientific purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501 (c) 3, or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

Article IV.

MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

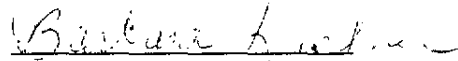
Article V.

REGISTERED AGENT

The street address of the initial registered office of the corporation is:
2 Grove Isle Dr., Miami, Florida, 33133 County of Miami-Dade, State of Florida.

The name of its initial registered agent at that address is: Barbara Kushner

I Barbara Kushner accept the designation of Registered Agent.


Barbara Kushner

Article VI.

POWERS OF THE BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on August 24, 2006, at 8:00pm, at 2 Grove Isle Dr., Miami, Florida, 33133 County of Miami-Dade, State of Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, shall serve for an indefinite term, until an election is called for by the Chairman and Chief Executive Officer. Annual meetings shall be held on August 24, at 8:00pm of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Barbara Kushner
2 Grove Isle Dr.
Apt 1807
Miami, Fl 33133

Brian Kushner
3140 Virginia St.
Miami, Fl 33133

Jeanne Bonich
3140 Virginia St.
Miami, Fl 33133

Lori Bush
831 Henry Clay
New Orleans, LA 70118

Victor Bush
831 Henry Clay
New Orleans, LA 70118

Article VII.

INCORPORATORS

The name and address of each incorporator is:

x Barbara Kushner

Barbara Kushner
2 Grove Isle Dr.
Apt 1807
Miami, Fl 33133

x Brian M. Kushner

Brian Kushner
3140 Virginia St.
Miami, Fl 33133

x 

Jeanne Bonich
3140 Virginia St.
Miami, Fl 33133

x 

Lori Bush
831 Henry Clay
New Orleans, LA 70118

x 

Victor Bush
831 Henry Clay
New Orleans, LA 70118

Article VIII.

ELECTION OF CORPORATE OFFICERS

The board of directors shall elect any officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Chairman and Chief Executive Officer
Barbara Kushner
2 Grove Isle Dr.
Apt 1807
Miami, Fl 33133

President
Brian Kushner
3140 Virginia St.
Miami, Fl 33133

Executive Vice President
Lori Bush
831 Henry Clay
New Orleans, LA 70118

Vice President
Jeanne Bonich
3140 Virginia St.
Miami, FL 33133

Vice President
Victor Bush
831 Henry Clay
New Orleans, LA 70118

Article IX.

CORPORATE ACTION

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X.

REAL PROPERTY

The property of this corporation is irrevocably dedicated to scientific and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI.

DISSOLUTION

On 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 religious, educational, scientific or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501 (c) 3 or corresponding provisions of any subsequent federal tax laws.

Article XII.

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors Amendments may be adopted by a vote of at least two of the Board of Directors of the corporation.

Article XIII.

EFFECTIVE DATE

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on 14th day of January, 2006.

x Barbara Kushner

Barbara Kushner

x Brian M. Kushner

Brian Kushner

x Jeanne Bonich

Jeanne Bonich

x Lori Bush

Lori Bush

x Victor Bush

Victor Bush

FILED

06 FEB -9 PM 2:54

SECURITY
TALLAHASSEE, FLORIDA