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**BLOOM &  
MINSKER, P.L.**

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May 10, 2006

Department of State-Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation  
PELICAN HARBOR SEABIRD FOUNDATION, INC.  
Our File No. 95468.01

Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of Articles of Incorporation of:

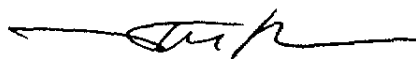
PELICAN HARBOR SEABIRD FOUNDATION, INC.

Please stamp/date the copy and return to me in the enclosed return envelope.

2. A check from Pelican Harbor Seabird Station, Inc. for \$78.75 made payable to FL Dept. of State-Div. of Corporations (\$35.00 for the filing fee, \$35.00 for the Registered Agent Designation and \$8.75 for certified copy) is enclosed.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



KENNETH M. BLOOM

KMB/do  
Enclosures  
cc: Jon Sage

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**ARTICLES OF INCORPORATION**

**OF**

**PELICAN HARBOR SEABIRD FOUNDATION, INC.**

(A Corporation Not for Profit)

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I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be:

**PELICAN HARBOR SEABIRD FOUNDATION, INC.**

**ARTICLE II**

**DURATION**

The period of the duration of this corporation shall be perpetual, unless dissolved according to law.

**ARTICLE III**

**PURPOSES, POWERS & LIMITATIONS**

1. The corporation is organized on a non-stock basis to solicit, receive and manage contributions from the general public of cash, real estate and other valuables for the benefit of Pelican Harbor Seabird Station, Inc., a Florida not-for-profit corporation, exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, and exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's 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 contributions in furtherance of the purposes set forth in this article.

4. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

#### **ARTICLE IV**

##### **MEMBERS**

The corporation shall not have members.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

1. The corporation shall be managed by the Board of Directors. This corporation shall have at least three (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, in accordance with the bylaws, but there shall never be less than three (3).

2. The directors shall be elected and hold office in accordance with the bylaws.

3. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WENDY FOX	890 N.E. 85 <sup>th</sup> Street, Miami, Florida 33138
JAMES P. McCOY, DVM	1455 Breakwater Terrace Hollywood, Florida 33019
HARVEY RUVIN	915 North Shore Drive Miami Beach, Florida 33141
DORIS ROBINSON	5576-A Lakewood Circle Margate, Florida 33063
JERRY GOODMAN	5712 N. Bay Road Miami Beach, Florida 33140
HAROLD HEISS, M.D.	3200 Port Royale Drive North Portsmouth, Apt. 1402 Ft. Lauderdale, Florida 33308
JAMES SNYDER	P.O. Box 387 Olean, New York 14760

4. The corporation may, to the maximum extent permitted by law, indemnify each director, officer, agent and/or employee, present or former, of the corporation, or any person who may have served at its request as a director or officer of another corporation against all cost and expense incurred by or imposed upon them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been such director, officer, agent or employee, present or former, shall be adjusted in such action, suit or proceeding to be liable to the corporation; or in which they shall be adjudged liable on the basis the personal benefit was improperly received by them. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer, or any employee or agent may be entitled as a matter of law, or under any bylaw, agreement or otherwise.

5. In any proceeding brought by or in the right of the corporation, there shall be no damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct except that the liability of any officer or director shall not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

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## **ARTICLE VI**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the corporation will be turned over to Pelican Harbor Seabird Station, Inc., a Florida corporation not-for-profit, exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law. However, if the named recipient is not in existence, or unwilling or unable to accept a distribution or otherwise lacks the necessary tax exempt status under the Internal Revenue Code to receive the residual assets, then, the residual assets of the corporation will be turned over to one or more organizations which themselves are tax exempt organizations described in Internal Revenue Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any future United States Internal Revenue law, or to the federal, state, or local government for exclusively public purposes.

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator is:

Harold Van Smith Kelton  
1279 N.E. 79<sup>th</sup> Street Causeway  
Miami, Florida 33138

## **ARTICLE VIII**

### **REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at Sunrise Corporate Plaza 1, 1300 Sawgrass Corporate Parkway, Suite 140, Sunrise, Florida 33323, and the name of its initial registered agent shall be JON B. SAGE.

## **ARTICLE IX**

### **ADDRESS**

The address of the principal office of the corporation is 1279 N.E. 79<sup>th</sup> Street Causeway, Miami, Florida 33138, and its mailing address is the same.

**ARTICLE X**

**COMMENCEMENT OF EXISTENCE**

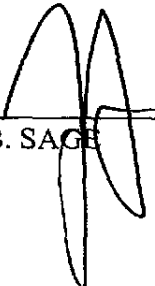
This Corporation shall commence to exist on the date these Articles of Incorporation are executed if filed within five (5) days with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>TH</sup> day of APRIL, 2006.

  
HAROLD VAN SMITH KELTON, Incorporator

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named as Registered Agent for PELICAN HARBOR SEABIRD FOUNDATION, INC. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

  
JON B. SAGE

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