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FLORIDA PROFIT/NON PROFIT CORPORATION

STEIN/GELBERG FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
STEIN/GELBERG FOUNDATION, INC.
a Florida Non-Profit Corporation**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

STEIN/GELBERG FOUNDATION, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be:

**4771 N. Bay Road
Miami Beach, Florida 33140**

**ARTICLE III
PURPOSE(S)**

The purpose for which the corporation is organized is:

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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C. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- 1) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

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ARTICLE V
EXISTENCE

The period of the duration of this corporation is perpetual unless sooner dissolved according to law.

ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida are:

INITIAL REGISTERED AGENT: Lamont Neiman Interian & Bellet, P.A.

INITIAL REGISTERED OFFICE: Two S. Biscayne Blvd., Ste. 3550
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

By: 
Jan S. Neiman, Esq.

ARTICLE VII
INCORPORATOR

The name and address of each incorporator is:

Name

Address

Ellen Bellet Gelberg

4771 N. Bay Road
Miami Beach, Florida 33140

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the members, but shall never be less than three (3)

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unless permissible under Florida Law. The directors shall be elected as set forth in the By-Laws.

**ARTICLE IX
CAPITAL STOCK**

This corporation is organized under a non-stock basis.


**ARTICLE X
DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

**ARTICLE XI
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon its members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of August, 2006.


Ellen Bellet Gelberg
Incorporator

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