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FLORIDA PROFIT/NON PROFIT CORPORATION

The Himmel Anton Foundation Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE HIMMEL ANTON FOUNDATION INC.

A Not-For-Profit Corporation

In Compliance With the Provisions of Chapter 617 of the Florida Statutes

ARTICLE FIRST: The name of the corporation shall be The Himmel Anton Foundation Inc. (the "Corporation").

ARTICLE SECOND: The address of the principal office of the Corporation shall be 1395 Brickell Avenue, Suite #760, Miami, FL 33131 and the mailing address of the Corporation shall be the same.

ARTICLE THIRD: The Corporation is a not-for-profit corporation organized exclusively for the following charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (referred to in these Articles as the "Code"): to raise funds and solicit in-kind gifts for the benefit of the poor and underprivileged people of Ecuador; to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes; to conduct and sponsor charitable, educational and scientific activities; to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes; and to engage in any lawful acts or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code.

The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170, 642, 2055 and 2522 of the Code.

The Corporation shall not engage in any act of self-dealing as defined in section 4941 of the Code.

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 Code.

The Corporation shall not retain any excess business holdings as defined in section 4943 of the Code.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

The Corporation shall not make any taxable expenditure as such term is defined in section 4945(d) of the Code.

ARTICLE FOURTH: In the event of dissolution, any remaining assets of the Corporation shall be distributed to one or more organizations described in sections 501(c)(3) and 170(c)(2) of the Code, or to the Federal, State or local government for exclusively public purposes.

ARTICLE FIFTH: The affairs of the Corporation shall be controlled and administered by a Board of Directors. The number of Directors and manner in which the Directors are to be elected or appointed shall be as stated in the Corporation's bylaws.

ARTICLE SIXTH: The name and address of the incorporator of these Articles is Lynn Steinberg, Esq., Tashlik, Kreutzer, Goldwyn & Crandell P.C., 40 Cuttermill Road, Suite 200, Great Neck, NY 11021.

ARTICLE SEVENTH: The Corporation is to exist perpetually.

ARTICLE EIGHTH: The name and Florida Street address of the registered agent is Jeffrey S. Himmel, JSH Management Co., LLC, 1395 Brickell Avenue, Suite #760, Miami, FL 33131.

ARTICLE NINTH: These Articles may be adopted, amended or repealed by the affirmative vote of a majority of the full Board of Directors. Written notice of the text of the proposed amendments or repeal must be given to the Directors at least one (1) month in advance of the vote to amend or repeal; provided, however, that these Articles at no time shall contain any provision inconsistent with law or with the Corporation's status as an organization exempt from federal income tax under section 501(a) as an organization described in section 501(c)(3) of the Code.

ARTICLE TENTH: Every Director, officer and employee of the Corporation shall be indemnified by the Corporation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, officer or employee of the Corporation, or any settlement thereof, whether or not they are Directors, officers or employees at the time such are incurred, except in such cases where the Director,

officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, officer or employee may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, officer or employee is not entitled to be indemnified by the Corporation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Corporation to indemnify a Director, officer or employee or to make advances to a Director, officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, officers and employees so that the Corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Corporation.

IN WITNESS WHEREOF, I have signed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Dated: June 19, 2007

Lynn Steinberg

Lynn Steinberg, Incorporator
Tashlik, Kreutzer, Goldwyn
& Crandall P.C.
40 Cuttermill Road
Great Neck, NY 11021
(516) 466-8005

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Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:

Jeffrey S. Himmel
Jeffrey S. Himmel

Dated: June 19, 2007