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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KENNETH N. ReKANT, P.A.

ATTORNEY AND COUNSELOR AT LAW

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June 8, 2007

Corporate Division
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

FILED
2007 JUN 29 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Creation of new corporations: George Gershwin Benevolent Association, Inc. &
Gershwin Benevolent, Inc.

To Whom It May Concern:

Enclosed please find the following re the abovementioned corporationS:

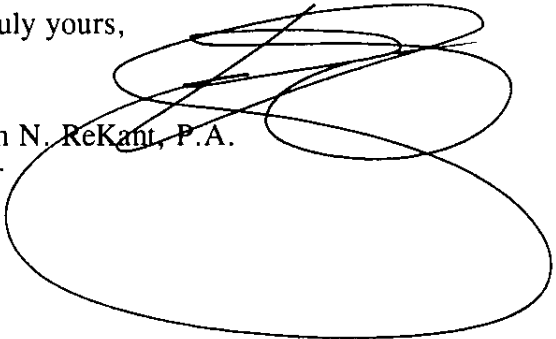
1. Two sets of Articles of Incorporation for EACH new proposed corporation, fully executed.
2. A check in the sum of \$157.50 payable to Florida Department of State [covering the filing fees totaling \$140.00 and a certified copy of each of the "Articles Of Incorporation" of \$17.50].
3. I would like corporate existence to commence as of the date you receive the Articles.

Kindly return a certified copy of each pf the Articles of Incorporation to me at the earliest time.

If any problem, **PLEASE CALL ME BY PHONE**, collect, rather than sending the papers back to me for re-submission.

Very truly yours,

Kenneth N. ReKant, P.A.
KNR:sr



ARTICLES OF INCORPORATION OF
GERSHWIN BENEVOLENT, INC.
A NON-PROFIT CORPORATION

I, **THE UNDERSIGNED**, a citizen of the United States, in order to form a Non-Profit corporation under and pursuant to the provisions of the Non-Profit Laws of the State of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation and certify: *[Singular and plural are used interchangeably as the context so requires]*

ARTICLE I
NAME OF CORPORATION & ADDRESS

The name of the Corporation shall be **GERSHWIN BENEVOLENT, INC.** The principal place of business and mailing address of the both the Corporation and its incorporator is Stanley S. Steinberg, 5525 S.W. 118 Avenue, Cooper City, Florida 33330. The Registered Agent of this corporation is stated hereinafter.

ARTICLE II
CORPORATE PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III
INITIAL TRUSTEES - DIRECTORS & OFFICERS

The name and address of the person who is initial trustee and incorporator of the corporation is **STANLEY S. STEINBERG**. Until an election is duly held pursuant to the applicable Florida Statutes, the applicable portions of the By-Laws and any other duly enacted corporate documents, the initial trustees and directors shall be **STANLEY S. STEINBERG**,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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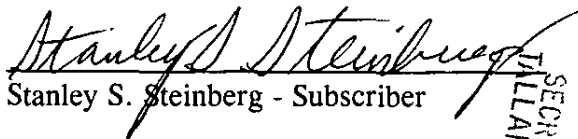
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who shall hold the office of President; **DONALD BRUDER**, residing at 2055 Laurel Lane, North Miami, Florida 33181 who shall hold the corporate office of Vice President; and **ROBERT J. BYRON**, residing at 2079 North Miami Beach, Florida 33162 who shall hold the office of treasurer.

ARTICLE IV
DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

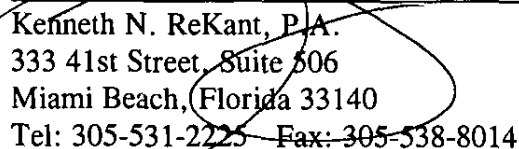
THE UNDERSIGNED subscribing incorporator(s) has set subscriber's hand and seal on the 15 day of June, 2007, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein are true.


Stanley S. Steinberg - Subscriber

REGISTERED AGENT ACCEPTANCE

AS THE REGISTERED AGENT chosen to accept service of process for the abovementioned corporation at the address set out below, I hereby accept to so act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties accordingly.

Dated on June 15, 2007.


Kenneth N. ReKant, P.A.
333 41st Street, Suite 506
Miami Beach, Florida 33140
Tel: 305-531-2225 Fax: 305-538-8014

This instrument was prepared by Kenneth N. ReKant, P.A.
333 41st Street, Suite 506, Miami Beach, Florida 33140