

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Gilbert S. Kahn & John J. Noffo Kahn Foundation,**

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**ARTICLES OF INCORPORATION  
OF  
THE GILBERT S. KAHN & JOHN J. NOFFO KAHN FOUNDATION, INC.  
(a Florida not for profit corporation)**

The undersigned, acting as incorporator of a Florida not for profit corporation, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is The Gilbert S. Kahn & John J. Noffi Kahn Foundation, Inc. (hereinafter the "Corporation").

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE**

The mailing and principal office address of the Corporation is 2650 N. Military Trail, Suite 240, Boca Raton, Florida 33431.

**ARTICLE III  
PURPOSES**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

**ARTICLE IV  
MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors

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shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE V INITIAL DIRECTORS**

The names and addresses of the initial directors are:

1. Gilbert S. Kahn, 2650 N. Military Trail, Suite 240, Boca Raton, FL 33431
2. John J. Noffo Kahn, 2650 N. Military Trail, Suite 240, Boca Raton, FL 33431
3. Daniel D. Mielnicki, 2650 N. Military Trail, Suite 240, Boca Raton, FL 33431

#### **ARTICLE VI POWERS**

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

#### **ARTICLE VII LIMITATIONS**

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 in Article III hereof.

B. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in

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§501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, 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 Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### ARTICLE VIII DURATION

The Corporation's existence shall terminate on the later to die of Gilbert S. Kahn and John J. Noffo Kahn. At such time, the Board of Directors shall dissolve the Corporation and adopt articles of dissolution pursuant to Section 617.1403, Florida Statutes.

#### ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed, in equal shares, to The Metropolitan Opera, New York, NY, and the University of Pennsylvania School of Veterinary Medicine, or if either or both of said institutions are no longer in existence or are no longer qualified as an exempt organization under Code Section 501 (c)(3) (or any successor legislation), then to one or more organizations exempt from federal income taxation under §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best

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efforts to make such distributions to organizations which have purposes similar to the Corporation.

**ARTICLE X  
NO MEMBERS**

The Corporation shall not have Members.

**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 350 E. Las Olas Blvd, Suite 1000, Ft. Lauderdale, Florida 33301. The Corporation's Registered Agent at such address is BSPA Corporate Services, Inc.

**ARTICLE XII  
INCORPORATOR**

The name and address of the incorporator are Daniel D. Michnicki, 2650 N. Military Trail, Suite 240, Boca Raton, Florida 33431.

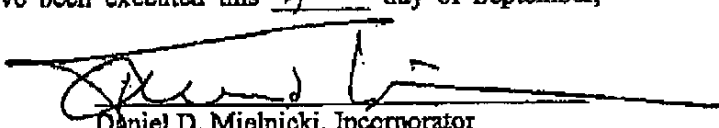
**ARTICLE XIII  
BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended or repealed, and new Bylaws may be adopted as provided in the Corporation's Bylaws.

**ARTICLE XIV  
AMENDMENT**

These Articles of Incorporation may be amended or repealed only by a majority vote of the Board of Directors of the Corporation.

These Articles of Incorporation have been executed this 7th day of September, 2007.

  
Daniel D. Michnicki, Incorporator

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BERGER SINGERMANN → 850-205-0381

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### ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of The Gilbert S. Kahn & John J. Noffo Kahn Foundation, Inc., a Florida Not for Profit corporation, and agrees to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. The undersigned is familiar with and accepts the obligations provided for in Chapter 617, Florida Statutes.

BSPA CORPORATE SERVICES, INC.

By:

*[Signature]*  
Name: *Laz L. Schneider*  
Title: *Vice President*

Date:

*9/7/07*

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