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Florida Department of State

Division of Corporations

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September 21, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPRAYREGEN FAMILY FOUNDATION, INC.

GERALD SPRAYREGEN

400 SE 5TH AVENUE

BOCA RATON, FL 33432

SUBJECT: SPRAYREGEN FAMILY FOUNDATION, INC.

REF: W07000046961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist Supervisor

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ARTICLES OF INCORPORATION

of

SPRAYREGEN FAMILY FOUNDATION, INC.
(a Florida Not For Profit Corporation)

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

The name of this corporation shall be the SPRAYREGEN FAMILY FOUNDATION, INC.

ARTICLE II

The street address of the principal office and mailing address of the corporation is:

GERALD SPRAYREGEN
400 SE 5th AVENUE
BOCA RATON, FLORIDA 33432

ARTICLE III

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

The corporation is a not for profit corporation. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of

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distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE V

- A. No Stockholders. The corporation is organized upon a non-stock basis.
- B. Members. There shall be two classes of membership. The corporation may issue certificates of membership.
- C. Rights and Liabilities of Members. The members of the corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of the corporation. Members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and, except as may be provided by law, shall not be liable to the corporation for dues, assessments, or fees.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

MELVIN J. JACOBOWITZ
JACOBOWITZ & OSTROFF, P.A.
11900 BISCAYNE BLVD., SUITE 720
MIAMI, FLORIDA 33181

ARTICLE VII

The corporation shall have, initially, three (3) directors. The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

GERALD SPRAYREGEN
400 SE 5th AVENUE
BOCA RATON, FLORIDA 33432

GLORIA SOPHIA
400 SE 5th AVENUE
BOCA RATON, FLORIDA 33432

MELVIN J. JACOBOWITZ
1526 N.E. QUAYSIDE TERRACE
MIAMI, FLORIDA 33138

The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VIII

The name and address of the Incorporator is:

MELVIN J. JACOBOWITZ
JACOBOWITZ & OSTROFF, P.A.
11900 BISCAYNE BLVD., SUITE 720
MIAMI, FLORIDA 33181

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 distributions in furtherance of the purposes set forth in Article IV hereof. 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 by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X

A. Distribution of Income. 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 Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

B. Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

D. Investments Jeopardizing Charitable Purpose. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

E. Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, under the Florida Not For Profit Corporation Act, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 20th day of September.


MELVIN J. JACOBOWITZ, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been designated as the registered agent in the foregoing Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of registered agent under Section 607.0505, Florida Statutes. I reside in the State of Florida, and my business office is identical with the registered office of the corporation named above.


MELVIN J. JACOBOWITZ, Registered Agent

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Spray Foundation/ Articles

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