

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.**  
Type the fax audit number (shown below) on the top and  
bottom of all pages of the document.

((H08000078442 3)))



H080000784423ABCD

**Note: DO NOT hit the REFRESH/RELOAD button on your  
browser from this page. Doing so will generate another cover  
sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : FOWLER WHITE BURNETT P.A.  
Account Number : 071250001512  
Phone : (305) 789-9200  
Fax Number : (305) 789-9201

**FLORIDA PROFIT/NON PROFIT  
CORPORATION**

**The Larry and Lori Lickstein Foundation, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 27 AM 11:33

DIVISION OF CORPORATION

08 MAR 27 PM 2:21

RECEIVED

3/28/08

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

---

Electronic Filing  
Menu

Corporate Filing  
Menu

Help

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 27 AM 11:33

08 MAR 27 AM 11:33

Audit #H08000078442 3

ARTICLES OF INCORPORATION

OF

THE LARRY AND LORI LICKSTEIN FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

THE LARRY AND LORI LICKSTEIN FOUNDATION, INC. ("Corporation").

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are:

To receive and maintain personal or real property, or both: and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code

Audit #H08000078442 3

of 1986, as amended.<sup>1</sup> The activities of the Corporation shall be consistent with Section 501(c)(3).

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (b) To receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.
- (c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (e) To contract and be contracted with, and to sue and be sued.
- (f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but this shall not be compulsory unless required by law.

---

<sup>1</sup>Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Audit #H08000078442 3

- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

### ARTICLE III

#### MEMBERSHIP

The Corporation shall not have members.

### ARTICLE IV

#### TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE V

#### INCORPORATOR

The name and address of the subscriber is:

Samantha Fitzgerald, Esq.  
100 SE 3<sup>rd</sup> Avenue, Suite 1100  
Fort Lauderdale, FL 33394

Audit #H08000078442 3

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the directors of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

Larry Lickstein, M.D.  
713 Wilson Green Court  
Reisterstown, Md 21136

Lori Lickstein  
713 Wilson Green Court  
Reisterstown, Md 21136

Barbara Lickstein  
3802 N.E. 207th Street  
Apt. 1203  
Aventura, FL 33180

ARTICLE VIII

REGISTERED AGENT

The initial registered office of the Corporation is 100 SE 3<sup>rd</sup> Avenue, Suite 1100, Fort Lauderdale, FL 33394, and the initial registered agent of the Corporation at that address is Samantha Fitzgerald, Esq.

Audit #H08000078442 3

ARTICLE IX  
DIRECTORS' AND OFFICERS'  
COMPENSATION AND INDEMNIFICATION

A. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability

Audit #H08000078442 3

insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE X

### CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members (if any), directors, or officers of the Corporation, or to any other private person; Nor



Audit #H08000078442 3

shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as 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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Audit #H08000078442 3

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

#### ARTICLE XI

##### DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

#### ARTICLE XII

##### BYLAWS

##### AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the bylaws.

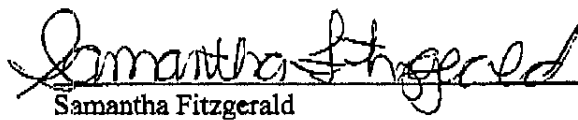
Audit #H08000078442 3

ARTICLE XIII

PRINCIPAL MAILING ADDRESS

The principal mailing address of the Corporation is: 713 Wilson Green Court, Reisterstown, Md 21136.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation, have set my hand and seal this 27<sup>th</sup> day of March, 2008.

  
Samantha Fitzgerald

Audit #H08000078442 3

CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

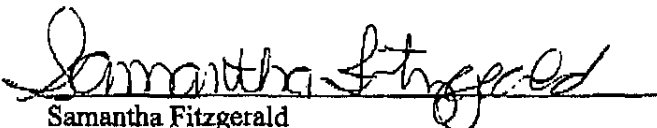
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

THE LARRY AND LORI LICKSTEIN FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Samantha Fitzgerald, Esq., its registered agent and 100 SE 3<sup>rd</sup> Avenue, Suite 1100, Fort Lauderdale, FL 33394, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, we hereby agree to act in such capacity for such corporation at its registered office.

  
Samantha Fitzgerald

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 27 AM 11:33