

JUN. 2008

N09000006307

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.

((H09000152397 3)))



H090001523973ABC3

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 : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FILED
09 JUN 26 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Heaven x2008

FLORIDA PROFIT/NON PROFIT CORPORATION

THE STEPHEN AND ELISABETH FRANK FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
DEPARTMENT OF STATE
09 JUN 26 PM 4:06

Electronic Filing Menu

Corporate Filing Menu

Help

MRS 6/29

FILED

09 JUN 26 AM 11:19

**ARTICLES OF INCORPORATION
OF
THE STEPHEN AND ELISABETH FRANK FOUNDATION, INC.
(A Corporation Not for Profit)**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation, being a natural person of the age of 21 years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

THE STEPHEN AND ELISABETH FRANK FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

**780 Lugo Avenue
Coral Gables, FL 33156**

ARTICLE III - PURPOSE

The Corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the corporation shall have such powers as are necessary or advisable to accomplish such purposes.

ARTICLE IV - BOARD OF DIRECTORS

The method of election of directors and qualifications of directors shall be stated in the Bylaws of the corporation.

ARTICLE V - LIMITATIONS ON CORPORATE POWERS

1. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation contributions to which are deductible under Code Section 170(e)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 payment and contributions in furtherance of the purposes set forth in this Article.

3. 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.

4. The Corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these Articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent shall be:

<u>Name</u>	<u>Address</u>
Paul M. Cummings	1428 Brickell Avenue Suite 400 Miami, FL 33131

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
Elisabeth G. Frank	780 Lugo Avenue Coral Gables, FL 33156

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as presently exist or as amended, or to any federal, state, or local government for exclusively public purposes.

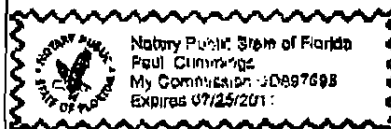
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this
14th day of April, 2009.

Elisabeth G. Frank
ELISABETH G. FRANK,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 14th day of April, 2009, by
ELISABETH G. FRANK, who is personally known to me, or has produced (type of i.d.)
as identification.

Paul C. [Signature] (SEAL)
Notary Public, State of Florida



FILED
06 JUN 26 AM 11:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

09 JUN 26 AM 11:19

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICESECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **THE STEPHEN AND ELISABETH FRANK FOUNDATION, INC.**

2. The name and address of the registered agent and office is:

Paul M. Cummings

P.O. BOX NOT ACCEPTABLE

1428 Brickell Avenue, Suite 400, Miami, FL 33131

(CITY/STATE/ZIP)

SIGNATURE: Elisabeth G. Frank
(corporate officer) (Incorporator)

TITLE: Incorporator

DATE: 4/24/09

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF REGISTERED AGENT SET FORTH IN SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: Paul Cummings

DATE: 5/1/09

REGISTERED AGENT FILING FEE: \$ _____