

ND9000009578

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____, Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600161114316

10/01/09--01026--010 **87.50

09 OCT - 1 AM 9:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

YND 10/5

*Caroline D. Eaton
255 Evernia Street # 1010
West Palm Beach, Florida
33401-5678*

September 28, 2009

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Paley Save-The-Limb Foundation, Inc.

Gentlemen:

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above named Corporation which I am requesting be filed with your records.

Also enclosed is a check in the amount of \$87.50 made payable to State of Florida, Department of State.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Caroline D. Eaton', written over a horizontal line.

Caroline D. Eaton
255 Evernia St. #1010
West Palm Beach, FL 33401-5678
Tel.: (561) 307-8703
Email: ceaton@lengthening.us

ARTICLES OF INCORPORATION

OF

THE PALEY SAVE-THE-LIMB FOUNDATION, INC.

The undersigned, Caroline D. Eaton, whose post office address is 255 Evernia Street, Apt. 1010, West Palm Beach, Florida, 33401-5678, being over twenty-one (21) years of age and acting as incorporator, hereby forms a Non-Profit Corporation under the Not for Profit Statutes of the State of Florida.

FIRST: The name of the Corporation (which is hereinafter called the "Corporation") is:

THE PALEY SAVE-THE-LIMB FOUNDATION, INC.

SECOND: The post office address of the principal office in this State is 255 Evernia Street, Apt. 1010, West Palm Beach, Florida, 33401-5678, ATTN: Caroline D. Eaton.

THIRD: The Registered Agent of the Corporation is Caroline D. Eaton whose post office address is 255 Evernia Street, Apt. 1010, West Palm Beach, Florida, 33401-5678. Said Registered Agent is a citizen of the State of Florida and resides therein.

FOURTH: The Corporation is organized and shall be operated exclusively as a non-stock charitable organization for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, or educational purposes, whether directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code");

(b) To receive, hold, operate, manage, invest in, sell, convey, transfer or otherwise dispose of property, both real and personal, tangible and intangible, for the sole end of supporting charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT -1 AM 9:31

conferred upon Not for Profit corporations by the Corporation Law of the State of Florida.

FIFTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting initially of the following three (3) persons: Dror Paley, Caroline D. Eaton, and Jennifer S. Pinsky. The Directors holding office from time to time shall constitute the members of the Corporation. The Directors shall be elected by the existing Directors for such terms as the Bylaws provide. The number of Directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than three.

SIXTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, Director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, Director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, 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 publication or distribution of statements) any political campaign on behalf of any candidates for public office;

(b) The Corporation shall distribute its income for each taxable 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;

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code;

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code;

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code;

(g) 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 under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof;


(h) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's Directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

SEVENTH: To the maximum extent permitted by Florida Corporation Law, as from time to time amended, the Corporation shall indemnify its Directors and officers against any and all liabilities incurred in connection with their services in such capacities or their services, at the Corporation's request, as Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and against all reasonable expenses, including attorneys' fees, that may be incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any Director or officer, by reason of service in that capacity, may be made a party or in which any Director or officer shall be called as a witness, or in connection with any proceeding against the Corporation to enforce a Director's or officer's right of indemnification. The Corporation may by Bylaw, resolution or agreement make further provision for Indemnification of Directors, officers, employees and agents. No amendment or repeal of this paragraph, or adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any Director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Directors, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 28 day of September, 2009, and acknowledged the same to be her act.


WITNESS:


Caroline D. Eaton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT - 1 AM 9:31

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity

September 28, 2009
Date


Caroline D. Eaton