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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Gilbert and Rosalyn Bogen Charitable Foundation, Inc**

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### Articles of Incorporation

#### The Gilbert and Rosalyn Bogen Charitable Foundation, Inc. A Florida Not-For- Profit Corporation

I, the Incorporator, a natural person 18 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the Florida Statutes, Chapter 617:

#### Article One

##### Name

The name of the not-for-profit corporation is: The Gilbert and Rosalyn Bogen Charitable Foundation, Inc.

#### Article Two

##### Principal Office and Mailing Address

The not-for-profit corporation's principal office and mailing address in the State of Florida is 12295 Equine Lane, Wellington, FL 33414. The Board of Directors may change the principal office in the State of Florida from time to time.

#### Article Three

##### Registered Agent and Office

The name of the initial registered agent and registered office in the State of Florida is:

Dr. Gilbert Bogen  
12295 Equine Lane  
Wellington, FL 33414

  
Gilbert Bogen, Registered Agent

H10000028267 3

H10000028267 3

**Article Four**  
**Name and Address of the Incorporator**

The name and address of the incorporator is:

Dr. Gilbert Bogen  
12295 Equine Lane  
Wellington, FL 33414

**Article Five**  
**Duration**

The not-for-profit corporation's period of duration is perpetual.

**Article Six**  
**Purposes**

The not-for-profit corporation is organized and will be operated exclusively for general religious, charitable, scientific, literary and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**Article Seven**  
**Dissolution**

Upon the dissolution of the not-for-profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for religious, charitable, scientific,

H10000028267 3

literary and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

### **Article Eight Restrictions**

No part of the net earnings or assets of the not-for-profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The not-for-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the not-for-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The not-for-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The not-for-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a not-for-profit corporation organized under the laws of State of Florida.

The not-for-profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the not-for-profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

H10000028267 3

H10000028267 3

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

### **Article Nine Board of Directors**

The not-for-profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the not-for-profit corporation and may exercise all powers of the not-for-profit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the not-for-profit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Dr. Gilbert Bogen  
12295 Equine Lane  
Wellington, FL 33414

Mark Bogen  
12295 Equine Lane  
Wellington, FL 33414

Steven Bogen  
35 Cheryl Drive  
Sharon, MA 02067

Michael Bogen  
1850 South Ocean Drive, Apt. 3910  
Hallendale Beach, FL 33009

Marla Bogen  
22112 Palms Way, Bldg. 3, Apt. 205  
Boca Raton, FL 33433

### **Article Ten By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the not-for-profit corporation.

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H10000028267 3

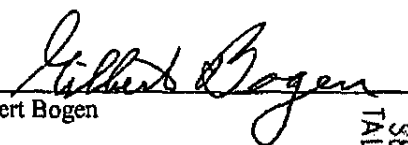
### Article Eleven Amendments

The not-for-profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the not-for-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

### Article Twelve Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on Feb. 5, 2010.

  
Gilbert Bogen

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