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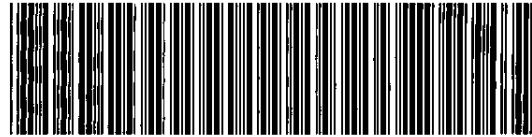
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June 1, 2010

By Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Morgan Pressel Foundation, Inc. -- Articles of Incorporation

Dear Sir/Madam:

I am enclosing an original and two (2) copies of the Articles of Incorporation and a check for Eighty Seven Dollars and 50/100 Dollars (\$87.50) to pay for the Filing Fee, Certified Copy and Certificate for the Morgan Pressel Foundation, Inc. Please contact me at the telephone number or email address indicated above if there are any questions or any additional information is needed.

Thank you.

Sincerely,



Jeffrey P. Altman

Enclosures

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DIVISION OF CORP. CONTROL

**ARTICLES OF INCORPORATION
MORGAN PRESSEL FOUNDATION, INC.**

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ARTICLE I -- NAME. The name of the corporation is the "Morgan Pressel Foundation, Inc." (the "Foundation").

ARTICLE II -- PRINCIPAL OFFICE. The street and mailing address of the principal office of the Foundation is 7559 Fairmont Court, Boca Raton, FL 33496.

ARTICLE III -- FEDERAL TAX STATUS. The Foundation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not, directly or indirectly, (i) carry on any activity that would prevent it from obtaining exemption from federal income taxation as an organization described in Section 501(c)(3) of the Code; (ii) carry on any activity that would cause it to lose such exempt status; or (iii) carry on any activity not permitted to be carried on by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV -- PURPOSES. The purposes for which the Foundation is organized and shall be operated are: (a) to raise funds to support hospitals, medical research facilities, and educational centers in their activities related to the diagnosis, treatment, prevention and/or cure of cancer, especially breast cancer; and (b) to do everything necessary, proper, advisable or convenient for the accomplishment of the Foundation's purposes and to do all other things incidental to them or connected to them that are not forbidden by these Articles of Incorporation, by the Florida Not For Profit Corporation Act (the "Act"), the Code, or by any other law, regulation, or ruling.

ARTICLE V -- POWERS. In furtherance of such purposes, the Foundation shall have all the general powers enumerated in the Act, as now in effect or as may be amended in the future, including without limitation the powers to solicit grants and contributions for such purposes as well as to receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Trustees may determine from time to time, either directly or through contributions to any charitable organizations, exclusively for charitable, scientific or educational purposes, and engage in any lawful act or activity for which foundations may be organized under the Act or the Code.

ARTICLE VI -- PROHIBITION AGAINST PRIVATE INUREMENT, SUBSTANTIAL LOBBYING AND POLITICAL CAMPAIGN ACTIVITIES. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to any Trustee or Officer of the Foundation, or any other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Foundation and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida). The Corporation shall not participate or intervene in, or publish or distribute any statements concerning, any political campaign on behalf of any candidate for public office.

ARTICLE VII -- DISSOLUTION AND LIQUIDATION: In the event of the dissolution or final liquidation of the Foundation, all of the remaining assets and property of the Foundation shall, after paying or making provision for the payment of all liabilities and obligations of the Foundation and for all necessary expenses of the Foundation, be distributed to

such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. In no event shall any of such assets or property be distributed to any Trustee or Officer of the Foundation, or any private individual.

ARTICLE VII -- NO MEMBERS. The Foundation shall not have any members.

ARTICLE VIII -- MANNER OF ELECTION OF TRUSTEES AND OFFICERS.

The Trustees and Officers of the Foundation shall be elected each year at the annual meeting of the Board of Trustees by the Trustees then in office as provided in the Bylaws,

ARTICLE IX -- INITIAL TRUSTEES AND/OR OFFICERS. The names, titles and addresses of the initial Trustees and Officers are as follows:

Morgan Pressel, Director, Chair & President
7559 Fairmont Court, Boca Raton, FL 33496

Herbert I. Krickstein, Director, Vice President & Treasurer
7559 Fairmont Court, Boca Raton, FL 33496

Stephen Irwin, Director
7104 Melrose Castle Lane, Boca Raton, FL 33496

Billi Marcus, Director
17022 Brookwood Drive, Boca Raton, FL 33496

Martin Weisfeld, Director
7263 Ballantrae Court, Boca Raton, FL 33496

Jeffrey P. Altman, Secretary
1900 K Street, NW, Suite 100, Washington, DC 20006

ARTICLE X -- LIMITATION ON PERSONAL LIABILITY. To the fullest extent permitted by the Act, as now in effect or as may be amended in the future, no Trustee or Officer of the Foundation shall be personally liable for damages and shall be indemnified and held

harmless by the Foundation in connection with any proceeding brought by, or in the right of, the Foundation, or in connection with any claim, action, suit or proceeding to which such Trustee or Officer may be or is made a party by reason of being, or having been, a Trustee or an Officer of the Foundation; provided, however, that such relief from liability indemnification and shall not apply in any instance where such relief is inconsistent with any provision of the ACT or Code applicable to corporations described in Section 501(c)(3).

ARTICLE XI -- REGISTERED AGENT. The initial registered agent of the Foundation is Herbert I. Krickstein, 7559 Fairmont Court, Boca Raton, FL 33496.

ARTICLE XII -- INCORPORATOR: The Incorporator of the Foundation is Herbert I. Krickstein, 7559 Fairmont Court, Boca Raton, FL 33496.

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.

<u>Herbert I. Krickstein</u>	<u>June 7, 2010</u>
Signature/Registered Agent	Date

<u>Herbert I. Krickstein</u>	<u>June 7, 2010</u>
Signature/Incorporator	Date

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