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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
8/25

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 Lejeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Brian V. Bergman  
Melissa R. Smith

August 19, 2011

*Via Certified Mail, Return Receipt Requested*  
Article # 7010 1870 0003 2770 4296

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Myers L. & Marilyn R. Girsh Foundation, Inc.  
Our File No. 8215-11

Dear Sir/Madam:

On behalf of the above-referenced not for profit corporation, I enclose herewith an original and one (1) copy of the fully executed and notarized Articles of Incorporation, together with our firm check in the amount of \$78.75.

Please have this original copy of the Articles of Incorporation filed among the corporate records of the State of Florida effective as of the date of filing. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$78.75

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:mrs  
Enclosures

ARTICLES OF INCORPORATION  
OF  
MYERS L. & MARILYN R. GIRSH FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the Corporation shall be:

MYERS L. & MARILYN R. GIRSH FOUNDATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

5500 Collins Avenue, #1402  
Miami Beach, Florida 33140

ARTICLE III  
GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature of the business to be transacted by this Corporation is:

- (1) To support not for profit hospitals and the charitable purposes and activities necessary or incidental thereto;
- (2) To support medical research carried on by not for profit organizations and foundations by providing specific grants or contributions for general operating expenses;
- (3) To support religious organizations and the charitable purposes and activities conducted by religious organizations;

(4) To provide for scholarships, loans, grants and other financial aid for college and post-graduate studies for such candidates as may be approved pursuant to qualification requirements established by the Board of Directors and approved by the Internal Revenue Service, in accordance with applicable limitations of the Internal Revenue Code of 1986, as amended from time to time (herein referred to as the "Code");

(5) To make contributions to any organization as described in §501(c)(3) of the Code, with the exception of an organization testing for public safety.

(6) In general, to carry out the purposes described in Paragraphs (1), (2), (3), (4) and (5) hereof, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

#### ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, 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 payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner, or to any extent, participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, or (c) accumulate income, invest income, or divert income in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V  
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI  
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII  
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII  
MEMBERSHIP

The Members of the Corporation shall consist of the person signing the Articles of Incorporation and such other person or persons and organization or organizations recommended for Membership by the Membership Committee to the Board of Directors. The Membership Committee shall consider the interest of each such person or organization in determining eligibility of Membership and recommending such person or organization to the Board of Directors for Membership. The sole initial member of the Corporation shall be Marilyn R. Girsh. This Membership interest is transferable as set forth in the By-Laws of the Corporation.

ARTICLE IX  
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marilyn R. Girsh	5500 Collins Avenue, #1402 Miami Beach, Florida 33140

ARTICLE X  
OFFICERS

(1) The affairs of the Corporation will be managed by a President, Secretary, Treasurer, and such other Officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The Officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

ARTICLE XI  
DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) Directors, who shall be elected in accordance with the By-Laws. The By-Laws shall contain a provision permitting the election of natural persons who are selected pursuant to procedures so that such Directors are elected by a majority of the Members of the Corporation.

(2) The names and addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marilyn R. Girsh	5500 Collins Avenue, #1402 Miami Beach, Florida 33140
Michael J. Walker	15 Hulse Street Bellport, New York 11713
Hellen Kimble Walker	15 Hulse Street Bellport, New York 11713

ARTICLE XII  
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII  
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, MYERS L. & MARILYN R. GIRSH FOUNDATION, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE XIV  
DISTRIBUTION UPON DISSOLUTION

ARTICLE XV  
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

WITNESS MY HAND AND SEAL THIS 18<sup>th</sup> day of August, 2011.

Marilyn R. Girsh (SEAL)  
Marilyn R. Girsh  
15 TA

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

BEFORE ME, the undersigned authority, personally appeared Marilyn R. Girdle to me well known to be the person described in and who executed and subscribed to the foregoing Articles of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
GIVEN TO ME WELL  
GOING Articles of

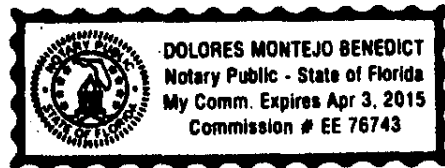


Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 18 day of August, 2011.

Dolores Montejó Benedict  
Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

**FILED**  
11 AUG 24 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for MYERS L. & MARILYN R. GIRSH FOUNDATION, INC., at the place designated in ARTICLE XIII of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
Charles P. Sacher, Registered Agent