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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE SEYMOUR AND ESTELLE FLEISHER FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION****OF****THE SEYMOUR AND ESTELLE FLEISHER FOUNDATION, INC.**

In compliance with "Florida Not For Profit Corporation Act" (Title XXXVI, Chapter 617)

**FIRST:** The name by which this Corporation shall be known in law shall be THE SEYMOUR AND ESTELLE FLEISHER FOUNDATION, INC. (hereinafter the "Corporation").

**SECOND:** (a) The general purposes for which the Corporation is to be formed are exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereof; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Act (Title XXXVI, Chapter 617) and any amendments thereof and the supplements thereto.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 candidate for public office.

(c) 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision 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 of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charities which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**THIRD:** The Corporation shall not have members.

**FOURTH:** The method of electing directors will be as set forth in the Bylaws.

**FIFTH:** The principal office of the said Corporation shall be located and its activities shall be conducted at:

7283 Sedona Way  
Delray Beach, Florida 33446

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**SIXTH:** The number of directors selected for the first year of the existence of said Corporation shall be three (3) and the names and post office addresses of said directors are as follows:

BRUCE FLEISHER  
7283 Sedona Way  
Delray Beach, Florida 33446

RONNI MOLINARI  
8 River Terrace, Apt. 11T  
New York, New York 10282

STEVEN M. FLEISHER  
55 West 25<sup>th</sup> Street, Apt. 28D  
New York, New York 10010

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**SEVENTH:** The name and post office address of the resident agent upon whom process against the Corporation may be served is:

BRUCE FLEISHER  
7283 Sedona Way  
Delray Beach, Florida 33446

**EIGHTH:** The name and address of the incorporator is:

ELLIOT I. KRAMER, ESQ.  
103 Eisenhower Parkway  
Roseland, New Jersey 07068

Having been named as a registered agent to accept service of process for the above state 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.

Dated: August 15, 2012

  
BRUCE FLEISHER

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: August 15, 2012

  
ELLIOT I. KRAMER, ESQ.

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