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**FLORIDA PROFIT/NON PROFIT CORPORATION
HOCHBERG PREPARATORY SCHOOL FOUNDATION, INC.**

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RE-SUBMIT

July 7, 2015

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SUBJECT: HOCHBERG PREPARATORY SCHOOL FOUNDATION, INC.
REF: W15000045662

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SECRETARY OF STATE
TALLAHASSEE, FL 32305

**ARTICLES OF INCORPORATION
OF
HOCHBERG PREPARATORY SCHOOL FOUNDATION INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be HOCHBERG PREPARATORY SCHOOL FOUNDATION INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 20350 N.E. 26th Ave., Miami, Florida 33180.

ARTICLE III - Purpose

A. The Corporation is organized by its Parent on behalf of HOCHBERG PREPARATORY SCHOOL ("HPS"), and the students of HPS. The Corporation will be operated exclusively for charitable, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). The principal purpose of the Corporation (the "Purpose") is to secure donations from third parties for the support of HPS on the campus of the Parent or as approved by the Parent, and to distribute the funds received to HPS consistent with the intent directed through the donations, or for school purposes if not so directed, but all in a manner that the Corporation's Board believes is for the benefit of the education of the students at HPS.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law. However, the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

E. If the Corporation is classified as a private foundation under Section 509 of the Code, the Corporation (i) shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road #250, Plantation, FL 33324 and the name of the initial registered agent of the Corporation at that address is CT CORPORATION SYSTEM.

ARTICLE VI - Directors

A. The method of election of directors shall be stated in the Bylaws of the Corporation. The initial number of directors of the Corporation shall be 10.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors, and at least two (2) of the directors will also serve on the Board of Directors of the Parent.

C. Directors, as such, shall receive no compensation for their services.

D. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Sharon Atlas Kaplan, Esq.	2065 NE 204 th Street, Miami, FL 33179

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors, but subject to the approval of the Board of Directors of the Parent.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation (which, pursuant to Article XI, may not occur without the prior approval of the Board of Directors of the Parent), the Board of Directors of HPS shall, after paying or making provision for the payment of all of its current liabilities, dispose of its remaining assets by distributing them to the Parent, subject to the specific use of those assets by HPS provided that HPS continues to exist as a division or affiliate of the Parent, and the Parent, at the time of the distributions, is an exempt organization under Section 501(c)(3) of the Code. If neither the Parent nor HPS then exist, or if the Parent is not then an exempt organization under Section 501(c)(3) of the Code, the Board of Directors shall dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors of HPS as provided herein shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI – Reserved Powers

Notwithstanding any other provision provided in these Articles of Incorporation, except as may be otherwise provided by law the following actions may not be taken by the Board of Directors of HPS with respect to the Corporation without the prior approval of the Board of Directors of The Parent:

- A. The dissolution of the Corporation;
- B. The altering, amendment or repeal of Bylaws;
- C. The borrowing of funds from any party in excess of \$10,000.00;
- D. The loaning of funds to any party (other than HPS) for any purpose;
- E. The sale of the Corporation or any of its assets valued in excess of \$10,000.00, or the merger or consolidation of the Corporation with any other party, without regard to whether the Corporation is to be the surviving party to the transaction; or
- F. The acceptance of any donations, or the use of any donated funds, for any purpose not consistent with the Purpose of the Corporation as set forth at Article III hereof.

2nd WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of July, 2015.

By: _____

Sharon Atlas Kaplan, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of HOCHBERG PREPARATORY SCHOOL FOUNDATION INC.

CT CORPORATION SYSTEM

By: _____

Name: Michele Holden

Title: Assistant Secretary

Dated the 6th day of July, 2015.