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FLORIDA PROFIT/NON PROFIT CORPORATION
Charles & Nancy Rosenblatt Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
CHARLES & NANCY ROSENBLATT FAMILY FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of the corporation is Charles & Nancy Rosenblatt Family Foundation, Inc. (the "Foundation").

**ARTICLE II
AUTHORITY**

The Foundation is organized, pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as a not for profit corporation.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office and the mailing address of the Foundation is 20130 Water's Edge Drive, #702, Boca Raton, Florida 33434. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE IV
PURPOSE**

The Foundation is organized and shall be operated exclusively for religious, charitable, literary, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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.

ARTICLE V RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its religious, charitable, literary, scientific, and educational purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Furthermore, the Foundation (i) shall distribute its income 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; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed at the discretion of

the Board of Directors to one or more organizations that are organized and operated exclusively for religious, charitable, literary, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VII MEMBERS

The Foundation shall have not more than two (2) Members. Each Member shall serve until death, incapacity, or resignation. The initial Members shall be Charles M. Rosenblatt and Nancy R. Rosenblatt. At such time as neither Charles M. Rosenblatt nor Nancy R. Rosenblatt is serving as a Member, Amy C. Rosenblatt and Barbara E. Rosenblatt shall become the Members of the Foundation. At such time as there is no Member then serving, the Foundation shall no longer have Members. Members shall have such voting rights as are set forth in the Bylaws of the Foundation.

ARTICLE VIII DIRECTORS

8.1 Number and Qualifications. The number of directors shall not be not less than three (3) and not more than nine (9). The qualifications for directors of the Foundation shall be fixed in the Bylaws.

8.2 Classes of Directors. The Foundation shall have the following classes of directors:

(a) Permanent Directors. The Foundation may have not more than two (2) directors who are designated as Permanent Directors. Each Member shall have the right to serve as a Permanent Director until his or her death, incapacity, or resignation as a Permanent Director. The initial Permanent Directors shall be Charles M. Rosenblatt and Nancy R. Rosenblatt. At such time as there is no Member then serving,

the Foundation shall no longer have a class of directors designated as Permanent Directors. No individual shall be named as a Permanent Director without his or her prior consent.

(b) Elected Directors. The Foundation shall have such number of Elected Directors, after taking into account the number of Permanent Directors then serving, so that the Foundation shall have a total of not less than three (3) and not more than nine (9) directors then serving. So long as there is a Member then serving, the Members, acting together, shall elect any additional or successor Elected Directors at any time to serve until the next annual meeting of the directors following their election and until their successors are elected and qualified or until their prior death, resignation, or removal. At such time as there is no Member then serving, additional and successor Elected Directors shall be elected by the Board of Directors to serve until the next annual meeting of the directors following their election and until their successors are elected and qualified or until their prior death, resignation, or removal. Elected Directors may serve unlimited consecutive terms. No individual shall be elected as an Elected Director without his or her prior consent. The initial Elected Directors shall be Amy C. Rosenblatt and Barbara E. Rosenblatt.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Foundation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Foundation at that address is C T Corporation System. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE X
LIMIT ON LIABILITY AND INDEMNIFICATION**

10.1 Limit on Liability. No director, officer, agent or representative of the Foundation shall be liable to the Foundation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

10.2 Indemnification of Directors and Officers. The Foundation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

10.3 Amendments. Any amendment, modification, or repeal of this Article shall not adversely affect any right or protection of a director, officer, agent or representative of the Foundation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

**ARTICLE XI
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

9/3/2015 10:50:58 AM From: To: 8506176381(7/7)

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
CHARLES & NANCY ROSENBLATT FAMILY FOUNDATION, INC.**

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.

Date: 9/2/15

By: 

C T Corporation System
Registered Agent

**Angel Nunez
Assistant Secretary**

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