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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE LERNER FAMILY FOUNDATION, Inc.**

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SECRETARY OF STATE  
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## **Articles of Incorporation**

### **THE LERNER FAMILY FOUNDATION, Inc.**

#### **A Florida Not for Profit Corporation**

I, the undersigned Incorporator, a natural person over 21 years of age, adopt the following Articles of Incorporation for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Law, hereinafter the Corporation:

#### **Article One**

##### **Name and Address**

The name and address of the Corporation are:

THE LERNER FAMILY FOUNDATION, Inc.  
3800 N. Ocean Drive  
Unit 1850  
Singer Island, FL 33404

#### **Article Two**

##### **Registered Agent and Principal Office**

The name of the initial registered agent and registered office of the Corporation in the State of Florida are:

Corporate registered agent:	ELLYN LERNER
Corporate registered office:	3800 N. Ocean Drive
	Unit 1850
	Singer Island, FL 33404

### **Article Three**

#### **Name and Address of the Incorporator**

The name and address of the incorporator is:

ELLYN LERNER  
3800 N. Ocean Drive  
Unit 1850  
Singer Island, FL 33404

### **Article Four**

#### **Duration**

The Corporation shall have perpetual existence.

### **Article Five**

#### **Purposes**

The purposes of the Corporation shall be to do any or all of the following:

To promote charitable purposes by making contributions to synagogues, schools, colleges and universities for programs, scholarships and related purposes; in addition, to promote any charitable, scientific or educational project, whether related to the foregoing or not, permitted to an organization exempt under §501(c)(3) of the Internal Revenue Code (Code) as defined in Article Eleven.

### **Article Six**

#### **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Code.

If any assets are not distributed as provided in the preceding paragraph, then a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, shall dispose of those assets exclusively for charitable purposes to one or

more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Code.

## **Article Seven Restrictions**

No part of the net earnings or assets of the Corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. The Corporation may, however, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No part of the activities of the Corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code. The Corporation shall not participate in, or intervene in any political campaign (including the publishing or distributions of statements) on behalf of (or in opposition to) any candidate for public office.

The Corporation shall not exercise any power or engage directly or indirectly in any activity that would invalidate its status:

As a corporation exempt from federal income tax under Section 501(c)(3) of the Code;

As a corporation contributions to which are deductible under Section 170(c)(2) of the Code; or

As a Not for Profit Corporation organized under the laws of Florida.

The Corporation is expected to be classified as a private foundation under Section 501(c)(3) and Section 509(a) of the Code. If so, the following additional restrictions shall apply:

The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Furthermore, the Corporation 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 jeopardy investments in a manner that would subject it to tax under Section 4944 of the Code; or

Make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation is one which does not contemplate pecuniary gain or profit, incidental or otherwise.

## **Article Eight Board of Directors**

The Corporation is organized on a nonstock basis and shall have no members. The Board of Directors shall have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation in effect from time to time.

The number of directors to constitute the first Board of Directors shall be as set forth in the Bylaws from time to time and shall be consistent with the laws of Florida.

## **Article Nine Bylaws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt the Bylaws of this Corporation.

## **Article Ten Amendments**

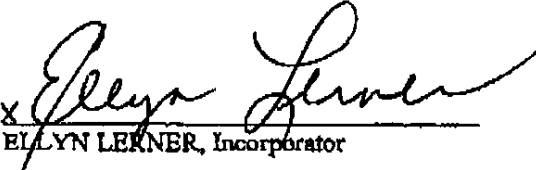
A majority of the Board of Directors may amend these Articles of Incorporation, but no amendment may authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the applicable provisions of Section 501(c)(3) of the Code.

## **Article Eleven Miscellaneous**

All general or specific references to the Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of Florida are to the laws of Florida as now in force or later amended.

These Articles of Incorporation shall become effective upon filing.

IN WITNESS WHEREOF, these Articles of Incorporation are signed on  
Sept. 15, 2015.

x   
ELLYN LERNER, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is THE LERNER FAMILY FOUNDATION, Inc.
2. The name and address of the registered agent and office is

Ellyn Lerner

3800 N. Ocean Drive, Unit 1850  
Singer Island, FL 33404

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated:

Sept. 15, 2015

x Ellyn Lerner  
Ellyn Lerner  
Registered Agent