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*[Handwritten signature]*

**LAW OFFICES OF  
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June 15, 2016

Department of State Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Meyer and Bernice G. Kesner

Dear Department of State Division of Corporations:

Please find enclosed the Articles of Incorporation of Meyer and Bernice G. Kesner Foundation, Inc., for filing and check #4608 in the amount of \$70.00 paid to the order of the Department of State.

If you have any questions, do not hesitate to contact our office.

Sincerely,



Eric M. Sauerberg

EMS/sc

Enclosure

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**ARTICLES OF INCORPORATION  
OF  
MEYER KESNER AND BERNICE G. KESNER FOUNDATION, INC.**

**ARTICLE I  
NAME**

The name of this Corporation is **MEYER KESNER AND BERNICE G. KESNER FOUNDATION, INC.** (the "Corporation").

**ARTICLE II  
DURATION**

This corporation shall have perpetual duration.

**ARTICLE III  
PURPOSES AND POWERS**

A. This corporation is organized exclusively for nonprofitable purposes, including without limitation providing financial assistance for the education and support of children, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for such purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 (the "Code") and its regulations promulgated thereunder, as the same may be amended from time to time.

B. This corporation shall have all of the powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

C. This corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of this corporation shall be distributed, upon dissolution or otherwise, to any individual. This corporation may pay compensation in reasonable amounts to its officers, for specific and pre-authorized services rendered. Reasonable compensation may be paid to Directors for their services as Directors; however, the foregoing compensation shall be in addition to any compensation paid to a Director in his or her capacity as an officer or employee or for specific and pre-authorized services rendered to this corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to Directors, officers, employees, agents or attorneys for services rendered to this corporation.

D. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that this corporation shall be

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authorized and empowered to pay reasonable compensation for specific and pre-authorized services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of this corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and this corporation 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. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not take any action or carry on any activity not permitted to be taken or carried on (a) by a corporation qualified for exemption from federal taxation under Section 501(c)(7) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV** **DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors, consisting of no fewer than three (3) members and no more than twenty-seven (27) members. The number of Directors of this corporation and the method of election shall be set out in the Bylaws of this corporation. The initial Directors of this corporation, in accordance with any applicable provisions of the Bylaws, shall serve for a one (1) year term or until qualified successors are duly elected and have taken office. The Bylaws shall provide for the method of voting in the Director's election for the removal from office of any Director, for filling vacancies, and for the duties of the Directors. If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the Bylaws.

The initial Board of Directors shall consist of three (3) members whose names and addresses are:

Name:

Address:

**HAL GROSSMAN**

5052 Chableau Dr. SW  
Wyoming, MI 49519

**NEIL GROSSMAN**

17 Canoe River Road  
Sharon, MA 02067

**LYNN QUINN**

9004 Avis Court  
Vienna, VA 22182

#### **ARTICLE V** **OFFICERS**

The affairs of this corporation may be managed by a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time as set forth in the Bylaws. An officer or Director may hold one or more offices. The officers shall be elected by the Board of Directors annually in accordance with the provisions of the Bylaws.

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**ARTICLE VI**  
**REGISTERED OFFICE AND PRINCIPAL OFFICE**

The initial registered office of this corporation is at 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410, and the initial registered agent at such address is **ERIC M. SAUERBERG, ESQ.**

The mailing address of this corporation is c/o **ERIC M. SAUERBERG, P.A.**, 200 Village Square Crossing, Suite 102, Palm Beach Gardens, Florida 33410.

**ARTICLE VII**  
**DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION**

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in a manner he or she reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by the Act. If the Act is amended after the effective date of this Article VII to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized and allowable by the Act as the same exists or may hereafter be amended (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorney's fees, judgments, fines, excise taxes under Section 4958 of the Code, ERISA excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article VII shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Act.

The Corporation shall pay for or reimburse the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the

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Director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, for such expenses under this Article VII or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to Director's financial ability to make repayment.

Officers of the Corporation shall be entitled to the same rights, standards of conduct and indemnification as shall Directors, as set forth in this Article VII.

### **ARTICLE VIII** **AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of this corporation.

### **ARTICLE IX** **BYLAWS**

The Bylaws may be adopted, altered, amended, or rescinded by affirmative vote of a majority of the Directors of this corporation.

### **ARTICLE X** **DISSOLUTION OF THE CORPORATION**

Upon dissolution of this corporation and after paying or making provision for the payment of all liabilities of this corporation, pursuant to the procedure set forth in Florida Statutes §617.1406, the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Code (or the correspondence provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XI** **MISCELLANEOUS**

A. Neither the Directors, nor officers of this corporation shall be personally liable for any obligations of this corporation of any nature whatsoever; nor shall any of the property of any Director or officer of this corporation be subject to the payment of the obligations of this corporation to any extent whatsoever.

B. This corporation shall have no capital stock.

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C. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

D. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, this 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 which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

E. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, this corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or it shall distribute its income for each taxable year at such time and in such manner as to not 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.

F. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, this 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, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

G. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, this corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or its corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.


H. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, this 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 which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **MEYER KESNER AND BERNICE G. KESNER FOUNDATION, INC.**, at the initial registered office of this corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: June 15, 2016

  
\_\_\_\_\_  
**ERIC M. SAUERBERG, ESQ.,**  
Registered Agent

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