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08/23/16

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Edelweiss Foundation in Memory of Kevin Zoltan Merszei, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jennifer E. Zakin, Esq.

Name (Printed or typed)

120 E. Palmetto Park Road, Suite 400

Address

Boca Raton, Florida 33432

City, State & Zip

561-347-1700

Daytime Telephone number

jzakin@redgraveandrosenthal.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
EDELWEISS FOUNDATION IN MEMORY OF KEVIN ZOLTAN MERSZEI, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is the Edelweiss Foundation in Memory of Kevin Zoltan Merszei, Inc. and the street address of the initial principal office of the Corporation is 200 Bradley Place, #203, Palm Beach, Florida 33480.

ARTICLE II

EFFECTIVE DATE

This Corporation is organized effective as of the date of filing with the Florida Department of State.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV

POWERS

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts 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.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the manner and method in which they are elected or appointed shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the members and their successors shall have been duly elected and qualified. The following persons shall constitute the initial members of the Board of Directors of the Corporation: (1) Aimee Morner Merszei, (2) Robert A. Stevens, and (3) Aaron Marohl.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

<u>Name</u>	<u>Address</u>
Jennifer E. Zakin, Esq.	c/o Redgrave & Rosenthal LLP 120 East Palmetto Park Road, Suite 400 Boca Raton, Florida 33432

ARTICLE X

INCORPORATOR

The name and address of the undersigned Incorporator is:

<u>Name</u>	<u>Address</u>
Aimee Morner Merszei	200 Bradley Place, #203 Palm Beach, Florida 33480

ARTICLE XI

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law in accordance with the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the 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 XIII

GENERAL

(1) The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

(2) 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 Code, or any corresponding provisions of any future United States Revenue Law.

(3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

8 day of August, 2016.

Aimee Morner Merszei
Aimee Morner Merszei, Incorporator

STATE OF Connecticut)
COUNTY OF Fairfield) ss.

The foregoing instrument was acknowledged before me this 8 day of August, 2016, by Aimee Morner Merszei, Incorporator, who is personally known to me and who did take an oath.

Robert D. [Signature]
Notary Public

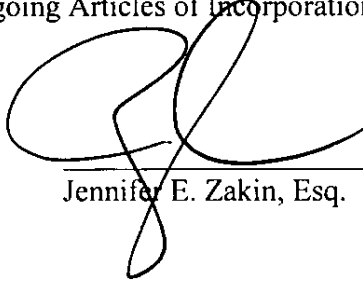
My Commission Expires: 9/30/2016

Commission Number:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of the Edelweiss Foundation, Inc. as made in the foregoing Articles of Incorporation.

Dated: 8/16/16, 2016



Jennifer E. Zakin, Esq.

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