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November 29, 2016

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

Re: Leonard and Judith Schwartzbaum Family Foundation, Inc.

Dear Sir or Madam:

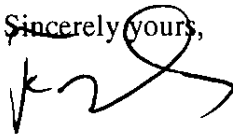
Enclosed please find the original and a copy of the following documents for filing:

1. Original and one copy of the Articles of Organization of the Leonard and Judith Schwartzbaum Family Foundation, Inc.;
2. Check #9801 in the amount of \$70.00 payable to Department of State for the filing fees.

Please stamp the copies and return the copies to my office as soon as possible in the self addressed stamped envelope enclosed for your convenience.

If you have any questions or require any additional information or documentation, please do not hesitate to contact me.

Sincerely yours,



Fredric C. Jacobs

FCJ/lvz
Enclosures

cc: Judith Schwartzbaum

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**ARTICLES OF INCORPORATION
OF
LEONARD AND JUDITH SCHWARTZBAUM
FAMILY FOUNDATION, INC.**

This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a non stock non profit corporation, subject to the requirements of the general laws of the State of Florida, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

**Article I.
NAME**

The name of the Corporation is: Leonard And Judith Schwartzbaum Family Foundation, Inc.

**Article II.
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office of the Corporation shall be located at 5840 Tidewood Ave., Sarasota, FL 34231.

**Article III.
REGISTERED AGENT AND OFFICE**

Its registered agent is Judith A. Schwartzbaum, whose address is 5840 Tidewood Ave., Sarasota, FL 34231. Said resident agent is a resident of Florida.

**Article IV.
PURPOSE**

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The purposes for which the Corporation is formed are:

- 1) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as

may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Statutes of Florida for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- 2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- 3) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article are the following:
 - a. To provide grants and other financial support to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, including organizations which advance healthcare, advance educations,

advance social or public welfare and advance cultural programs, as well as any other charitable causes beneficial to the public, within the communities in which the Corporation's Directors live, work and serve.

- 4) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

Article V. DIRECTORS AND OFFICERS

The Corporation shall have no members.

The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than five (5) and the exact number shall be fixed by the bylaws of the Corporation. The manner in which the Directors shall be elected and appointed shall be as follows: At or before each annual meeting of the Directors, they shall elect such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

The following shall constitute the initial Directors and Officers who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

<u>Name and Title</u>	<u>Address</u>
Judith A. Schwartzbuaum Director and President	5840 Tidewood Ave. Sarasota, FL 34231
Anne Elizabeth Brozoskie Director	35 Stonewyck Hill Road Wrightsville, PA 17368
Daniel P. Schwartzbaum Director	1040 Dolores St. #202 San Francisco, CA 94110-3083
Amy E. Schwartzbaum Director	3716 Elm Ave. Apt. 6 Baltimore, MD 21211
Babette B. Bach Director, Secretary and Treasurer	240 S. Pineapple Ave. Ste. 700 Sarasota, FL 34236

**Article VI.
EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be the date of filing with the Florida Department of State.

**Article VII.
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

**Article VIII.
BYLAWS**

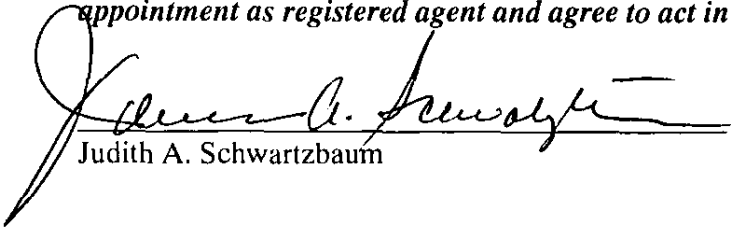
The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

**Article IX.
INCORPORATORS**

The name and address of the Incorporator is: Judith A. Schwartzbaum, whose address is 5840 Tidewood Ave., Sarasota, FL 34231.

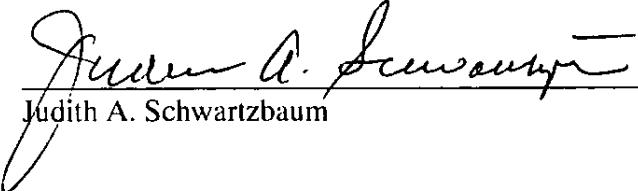
IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and severally acknowledge the same to be our act.

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.


Judith A. Schwartzbaum

11-29-16
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Judith A. Schwartzbaum

11-29-16
Date

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