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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**THE ASPEN CENTER FOR SOCIAL VALUES (FLORIDA), INC.**

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JAN 30 2017

T. SCOTT

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JAN 27 2017  
AM 8:50  
TALLAHASSEE  
FLORIDA

## ARTICLES OF INCORPORATION

OF

### THE ASPEN CENTER FOR SOCIAL VALUES (FLORIDA), INC. (A Florida Not For Profit Corporation)

The undersigned, a natural person over the age of 18, hereby files these Articles of Incorporation of THE ASPEN CENTER FOR SOCIAL VALUES (FLORIDA), INC. (hereafter referred to as the "Corporation"), in compliance with Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "Act").

#### ARTICLE I ORGANIZATION

1.1 Name:

The Corporation shall be known as The Aspen Center for Social Values (Florida), Inc.

1.2 Offices:

The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may from time to time, designate. The initial principal office and mailing address of the Corporation shall be located at 621 South Federal Highway, Suite 5, Fort Lauderdale, Florida 33301.

#### ARTICLE II PURPOSES

The Corporation is a non-for-profit corporation. The specific purpose for which the corporation is organized is:

(a) To promote social values in practice by examining how social values can be employed in practical programs and policies to create stronger social values in different communities and across communities, and by actively applying our research for the benefit of the common good; and

(b) To carry on any other charitable activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or corresponding provision of any future United States internal revenue law) which is consistent with the provisions of these Articles and which may be lawfully carried on by a corporation organized under the Act.

The Corporation may engage only in activities that are permitted under the laws of the State of Florida and the United States of America and that constitute activities in furtherance of such exempt purposes.

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**ARTICLE III**  
**TAX EXEMPT STATUS**

The Corporation is a not-for-profit corporation organized to promote social values in practice.

It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable, cultural and educational purposes within the purview of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

The Corporation shall be entitled to make distributions to another not-for-profit entity which is qualified as an exempt organization under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including publishing or distributing statements, any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to one or more not-for-profit organizations (as determined by the Corporation), as described in the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation will 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; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code.

**ARTICLE IV**  
**NO MEMBERSHIP AND CORPORATE EXISTENCE**

The Corporation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote by the Board of Directors. The Corporation shall have perpetual existence.

**ARTICLE V**  
**BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the first Board of Directors of the Corporation. Thereafter, the power to amend, alter or repeal any part or all of the Bylaws of the Corporation shall be exclusively vested in the Board of Directors of the Corporation.

**ARTICLE VI**  
**OFFICERS AND DIRECTORS**

The method of election of directors shall be stated in the Bylaws. The Board of Directors shall initially consist of:

Dr. Ira J. Bedzow	Chairman
151 Albemarle Road	
White Plains, New York 10605	

Jason S. Koslowe  
150 West Flagler Street, Suite 2200  
Miami, Florida, 33130

Michael Bedzow  
621 South Federal Highway, Suite 5  
Fort Lauderdale, Florida 33301

The Officers shall initially be:

Dr. Ira J. Bedzow	President
Jason S. Koslowe	Vice President

**ARTICLE VII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each person who acts as a director or officer of the Corporation shall be indemnified as provided in the Bylaws of the Corporation.

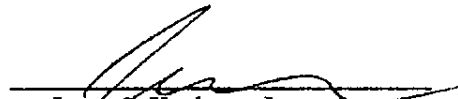
**ARTICLE VIII**  
**REGISTERED OFFICE AND AGENT**

The mailing address of the initial registered office of the Corporation is in care of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130. The name of the initial registered agent at this office is Jason S. Koslowe. The Board of Directors of the Corporation may from time to time designate such other person as its registered agent or such other address and place for the registered office of the Corporation as it may deem appropriate.

**ARTICLE IX**  
**INITIAL INCORPORATOR**

The Initial Incorporator of the Corporation who is executing these Articles of Incorporation is Jason S. Koslowe, whose address is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130.

The undersigned Incorporator has executed these Articles of Incorporation as of January 27, 2017.

  
Jason S. Koslowe, Incorporator

ACCEPTANCE OF APPOINTMENT

As

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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 as provided for in Chapter 617, *Florida Statutes*.

  
Jason S. Koslowe, Registered Agent

Dated: January 27, 2017