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**FLORIDA PROFIT/NON PROFIT CORPORATION
BERG FAMILY FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
BERG FAMILY FOUNDATION, INC.
(a corporation not for profit)

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this Corporation is:

BERG FAMILY FOUNDATION, INC.

ARTICLE II. PRINCIPAL ADDRESS.

The mailing address and street address of the principal office of the Company are: 655

Ocean Boulevard, Golden Beach, Florida 33160.

ARTICLE III. TERM OF EXISTENCE.

This Corporation is to exist perpetually.

ARTICLE IV. PURPOSES.

A. This Corporation is organized and shall operate exclusively for charitable, educational, scientific and religious purposes; and to make gifts, grants, loans, and subsidies to other charitable and/or educational organizations described in Section 501(c)(3) of the Internal Revenue Code; and otherwise to engage in such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of exempt educational, charitable, religious and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may

contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. Solely for the above purposes, this Corporation shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time; 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; the 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; the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; the 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; and the Corporation shall not engage in any act of self dealing which would give rise to liability for the tax imposed under section 4941(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

D. No part of the income or principal of this Corporation, shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director or Officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and 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, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE V. MEMBERS.

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W AGENTS, INC.
2101 NW Corporate Boulevard, Suite 107
Boca Raton, Florida 33431

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. DIRECTORS.

This Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time as provided in the Bylaws of this Corporation, but shall never be less than three (3).

The names and street addresses of the initial Members of the Board of Directors are:

Alan Lipton
655 Ocean Boulevard
Golden Beach, FL 33160

Janice Lipton
655 Ocean Boulevard
Golden Beach, FL 33160

Susan Hantman
11900 Biscayne Blvd., Suite 501
Miami, FL 33181

ARTICLE VIII. INCORPORATOR.

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

M & W AGENTS, INC.
2101 NW Corporate Boulevard, Suite 107
Boca Raton, FL 33431

ARTICLE IX. BYLAWS.

The Bylaws of this Corporation may be made, altered or rescinded by a two-thirds vote of the Board of Directors.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every officer and every Director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an officer or Director of the Corporation, whether or not he or she is an officer or Director of the Corporation, at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or Director may be entitled.

ARTICLE XI. AMENDMENTS.

Every amendment to the Articles of Incorporation shall be approved by a two-thirds vote of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State of the State of Florida, in the manner provided by law.

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

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Sections:

That ALAN LIPTON and JANICE LIPTON, desiring to organize under the laws of the State of Florida, has named M & W AGENTS, INC., located at 1101 NW Corporate Boulevard, Suite 107, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W AGENTS, INC. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 1st day of August, 2017.

M & W AGENTS, INC.

By: 

Jordan L. Klingsberg, Registered Agent

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