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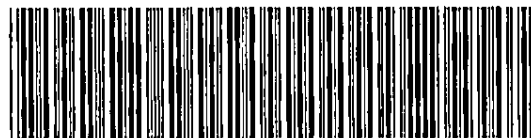
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17 OCT -4 PM 3:45  
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## COVER LETTER

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

**SUBJECT:** Matthew Lehrman Osteosarcoma Fund, 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:** Bruce Brashear  
\_\_\_\_\_  
Name (Printed or typed)

925 NW 56th Ter , Suite C  
\_\_\_\_\_  
Address

Gainesville FL 32605  
\_\_\_\_\_  
City, State & Zip

352-336-0800  
\_\_\_\_\_  
Daytime Telephone number

bbrashear@nflalaw.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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17 OCT -4 PM 3:45  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
MATTHEW LEHRMAN OSTEOSARCOMA FUND, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is MATTHEW LEHRMAN OSTEOSARCOMA FUND, INC.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the following purposes: to increase awareness of and provide education regarding osteosarcoma, to solicit donations to further the corporation's purposes, to fund research and clinical trials relating to the treatment of osteosarcoma, to advocate for osteosarcoma patients, to provide resources for the families of osteosarcoma patients and for the purpose of doing all things necessary and incidental thereto.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

## **ARTICLE FIVE. MEMBERSHIP**

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## **ARTICLE SIX. SUBSCRIBERS**

The name and residence address of the subscriber of this corporation is Roberta R. Lehrman, 1865 Highland Grove Drive, Delray Beach, FL 33445.

## **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the corporation is 1865 Highland Grove Drive, Delray Beach, FL 33445.

(b) The name and address of this corporation's registered agent is Roberta R. Lehrman, 1865 Highland Grove Drive, Delray Beach, FL 33445.

## **ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS**

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors who need not be members of the Corporation. The number of directors of the corporation shall be not less than three (3); *provided, however*, that such number may be changed by a bylaw duly adopted by the members.

Each director shall be elected by the vote of two-thirds majority of the entire board. The director standing for election shall not be entitled to vote. Directors shall be elected annually on or before April 1 of each year. Directors may serve consecutive terms. A director may be removed at any time by the vote of two-thirds majority of the entire board.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on October 1, 2017, at the Corporation's offices.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Roberta R. Lehrman	1865 Highland Grove Drive Delray Beach, FL 33445
Michael B. Lehrman	442 West 57th Street Apt. 4H New York, NY 10019
Isabel Wolf	17096 Newport Club Drive Boca Raton, FL 33496

(b) Corporate Officers. The board of directors shall elect the following officers: president, vice president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Roberta R. Lehrman	1865 Highland Grove Drive Delray Beach, FL 33445	President and Treasurer
Michael B. Lehrman	442 West 57th Street Apt. 4H New York, NY 10019	Vice President
Isabel Wolf	17096 Newport Club Drive Boca Raton, FL 33496	Secretary

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ATTORNEY GENERAL  
STATE OF FLORIDA

#### **ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### **ARTICLE ELEVEN. DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** 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 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** 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 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

#### ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

**THE UNDERSIGNED**, being the incorporator and subscriber of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on Sept. 29, 2017, 2017.

Robert R. Lehrman

ROBERTA R. LEHRMAN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of Sept, 2017, by ROBERTA R. LEHRMAN, who is personally known to me or who produced her Florida Drive License as identification, and who did ~~(did not)~~ take an oath.

Diana Losada

(SEAL)



Diana Losada  
State of Florida  
My Commission Expires 09/03/2018  
Commission No. FF 156527

Notary Public, State at Large  
My Commission Expires: 09/3/18





**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of MATTHEW LEHRMAN OSTEOSARCOMA FUND, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 29 day of September, 2017.

A handwritten signature in cursive script, reading "Roberta R. Lehrman", written over a horizontal line.

**ROBERTA R. LEHRMAN**  
Registered Agent