

06/28/2018
6/28/2018

PAGE 01/08

N1800007066

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000191440 3)))



H180001914403ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

112785-1

From:

Account Name : BERGER SINGERMAN LLP, FT. LAUDERDALE
Account Number : 120020000154
Phone : (954)525-9900
Fax Number : (954)523-2872

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

mackfinland@aol.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
THE EARLE I. MACK FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

N. SAMS

JUN 29 2018

RECEIVED

2018 JUN 28 AM 10:52

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ELECTRONIC FILING SERVICES

Electronic Filing Menu

Corporate Filing Menu

Help

H180001914403

16 JUN 20 PM 4:17

**ARTICLES OF INCORPORATION FOR
THE EARLE L. MACK FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the Not for Profit Corporation Act of the State of Florida, adopts the following Articles of Incorporation ("Articles").

**ARTICLE 1
NAME**

The name of the corporation shall be THE EARLE L. MACK FOUNDATION, INC. ("Corporation").

**ARTICLE 2
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to other charitable, religious, educational, and scientific organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, educational, and scientific purposes, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act (Fla. Stat. Ann. Section 617.01011 et seq.).

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE 3
POWERS**

In furtherance of its exclusively charitable, religious, educational, and scientific corporate purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

The Corporation shall not engage in any of the following activities:

- (1) The Corporation shall not participate in, or intervene in (including the publishing

H180001914403

H180001914403

or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501 (b) of the Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) 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.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws.

ARTICLE 4

MEMBERS

The Members of the Corporation shall be Earle I. Mack and David Mack. Until the death, Disability, or resignation of status as a Member of either Earle I. Mack and David Mack, (i) the Corporation shall have two (2) Members; (ii) the Members shall have the power and authority to appoint and remove members of the Board of Directors in their sole, absolute, and unfettered discretion; (iii) the Members may amend or repeal the Bylaws in their sole, absolute, and unfettered discretion; (iv) the Members may dissolve the Corporation in their sole, absolute, and unfettered discretion; and (v) the Members may not be removed. Upon the death, Disability, or resignation of status as a Member of either Earle I. Mack or David Mack (but not both), the

H180001914403

H180001914403

remaining Member shall serve as the sole Member of the Corporation until the earlier of his death, Disability, or resignation, and shall possess all of the powers and authority previously granted to the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, (i) the concept of Members of the Corporation shall be eliminated; and (ii) the Board of Directors shall succeed to all powers and authority previously granted to the Members.

The names and addresses of the Members of the Corporation are:

Name

Address

EARLE I. MACK

1950 South Ocean Blvd.
Palm Beach, Florida 33480

DAVID MACK

c/o The Mack Company
2115 Linwood Ave, Ste 110
Fort Lee, NJ 07024

The Members shall act unanimously. Until the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, the Chairman of the Board has the right to cast a tie-breaking vote in the event a vote of the Members results in a tie. A Member of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE 5
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Earle I. Mack
1950 South Ocean Blvd.
Palm Beach, Florida 33480

ARTICLE 7
OFFICERS

Subject to the direction of the Board of Directors, described in ARTICLE 8 below, the affairs of the Corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from

H180001914403

H180001914403

office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

Earle I. Mack
1950 South Ocean Blvd.
Palm Beach, Florida 33480

Vice President:

David Mack
c/o The Mack Company
2115 Linwood Ave, Ste. 110
Fort Lee, NJ 07024

Secretary/Treasurer:

Richard Mack
c/o Mack Real Estate Group
60 Columbus Circle, 20th Fl.
New York, NY 10023

ARTICLE 8
BOARD OF DIRECTORS

The property and affairs of the Corporation shall be managed by a Board of Directors. The current Board of Directors consists of six persons, who shall be vested with the power and authority to control and operate the Corporation, and who shall hold office until their successors are duly elected and qualified, all as provided in the Bylaws. There shall always be one Chairman of the Board of Directors ("Chairman of the Board"). The Chairman of the Board shall be Earle I. Mack. Earle I. Mack shall serve as Chairman of the Board until the earlier of his death, Disability, or resignation. Upon the death, Disability, or resignation of Earle I. Mack, David Mack shall serve as Chairman of the Board until the earlier of his death, Disability, or resignation. Successors to Earle I. Mack or David Mack, as applicable, as Chairman of the Board, shall be elected by vote of a simple majority of the members of the Board of Directors ("Directors") then-serving.

The number of Directors serving on the Board of Directors shall not be less than three and shall be fixed by, or in the manner prescribed in, the Bylaws, as amended from time to time at any time. Except as otherwise expressly provided in these Articles or the Bylaws of the Corporation, any actions taken or decisions made by the Board of Directors shall require an affirmative vote of a simple majority of Directors. The Chairman of the Board has the right to cast a tie-breaking vote in the event a vote of the Board of Directors results in a tie. Until the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, (i) Directors shall be appointed and removed by the Members in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time only by unanimous consent of the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, (i) Directors shall be elected or removed by vote of a simple majority of Directors then-serving in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time by vote of a simple

H180001914403

H180001914403

majority of Directors then-serving.

For purposes of these Articles, the term "Disability" shall mean (i) any illness or other physical or mental condition of Earle I. Mack or David Mack, as the case may be, that renders Earle I. Mack or David Mack, as the case may be, incapable of performing his customary and usual duties for the Corporation, or (ii) any medically determinable illness or other physical or mental condition resulting from a bodily injury, disease or mental disorder of Earle I. Mack or David Mack, as the case may be, that in the judgment of the Board of Directors is permanent and continuous in nature. The Board of Directors may require such medical or other evidence as it deems necessary to judge the nature and permanency of the applicable condition.

The names and addresses of the persons constituting the initial Board of Directors are:

EARLE I. MACK	1950 South Ocean Blvd. Palm Beach, Florida 33480
DAVID MACK	c/o The Mack Company 2115 Linwood Ave, Ste. 110 Fort Lee, NJ 07024
RICHARD MACK	c/o Mack Real Estate Group 60 Columbus Circle, 20th Fl. New York, NY 10023
CAROL MACK	1950 South Ocean Blvd. Palm Beach, Florida 33480
ANDREW MACK	1950 South Ocean Blvd. Palm Beach, Florida 33480
BEATRICE MACK	1950 South Ocean Blvd. Palm Beach, Florida 33480

ARTICLE 9
AMENDMENTS TO ARTICLES AND BY-LAWS

Until the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, the power to amend these Articles in accordance with applicable law, and to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws, shall be vested solely in the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, the power to amend these Articles in accordance with applicable law, and to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws, shall be vested solely in the Board of Directors. The Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or these Articles. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

H180001914403

H180001914403

ARTICLE 10
PRINCIPAL ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation shall be 1950 South Ocean Blvd., Palm Beach, Florida 33480, or such other place as may subsequently be designated by the Board of Directors. All books and records of the Corporation shall be kept at its principal office or at such other place as may be permitted by Chapters 617 and 720 of the Florida Statutes.

ARTICLE 11
DISSOLUTION

Until the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, dissolution of this Corporation shall occur only upon the unanimous vote of the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both Earle I. Mack and David Mack, dissolution of this Corporation shall occur only upon the vote of a simple majority of Directors then-serving on the Board of Directors. Contemporaneously with any dissolution of this Corporation, after (i) discharging all liabilities and obligations of this Corporation (or making adequate provision therefor); (ii) the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation, and (iii) taking any other action required by law, any remaining assets of this Corporation shall be distributed to any one or more organizations selected by vote of a simple majority of Directors then-serving on the Board of Directors that are organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE 12
REGISTERED AGENT

The initial registered agent of the Corporation shall be Cogency Global Inc., 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301 (Leon County).

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK. SIGNATURE
BLOCKS APPEAR ON FOLLOWING PAGE.]

H180001914403

H180001914403

IN WITNESS WHEREOF, the undersigned Incorporator hereby submits this document on this 28th day of June, 2018, and affirms that the facts stated herein are true and correct. The undersigned Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.

By: 

Name: Earle I. Mack

As: Incorporator

THE UNDERSIGNED, having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

COGENCY GLOBAL INC.

By: 

Name: Merritt Knick

Title: Asst. Secretary

H180001914403