

12/3/2020

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MADELINE AND ARNOLD SCHUSTER FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION OF  
MADELINE AND ARNOLD SCHUSTER FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is the Madeline and Arnold Schuster Foundation, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles with the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereinafter be amended, subject to the following:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), of any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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(d) The Corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) Notwithstanding any other provisions of these Articles of Incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) and not more than five (5) members of the Board of Directors of the Corporation. The Founders of the Corporation are Madeline Schuster and Arnold Schuster, husband and wife (hereinafter referred to as the "Founders" or the "Founder" as the case may be). Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of the Corporation, Directors shall be elected or replaced by the Founders of the Corporation during their lifetime, and upon the death, resignation or incapacity of one of the Founders, Directors shall be elected or replaced by the surviving or remaining Founder. Upon the death, resignation or incapacity of the surviving Founder, the Directors shall be elected or replaced from time to time by the majority vote of Directors then serving, except as otherwise provided below. The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Title: Director and Founder & Incorporator  
Madeline Schuster  
2770 S. Ocean Blvd., Apt. S503  
Palm Beach, FL 33480

Title: Director  
Ralph E. Lerner  
1065 Park Avenue, Apt. 15 A  
New York, NY 10128

Title: Director and Founder  
Arnold Schuster  
2770 S. Ocean Blvd., Apt. S503  
Palm Beach, FL 33480

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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 the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE V**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 2770 S. Ocean Blvd., Apt. S503, Palm Beach, FL 33480.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at Brinkley Morgan, 100 SE Third Avenue, 23<sup>rd</sup> Floor, Fort Lauderdale, FL 33394. The resident agent of the Corporation at that address shall be William T. Coleman.

**ARTICLE VII**  
**MEMBERSHIP/FOUNDERS**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, other than the Founders, and shall otherwise be considered a non-membership organization. The Founders will possess the rights provided in these Articles during their lifetimes even if neither is then serving as a member of the Board of Directors.

**ARTICLE VIII**  
**CORPORATE GOVERNANCE AND CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve for a period of one (1) year, unless sooner removed by their death, incapacity or resignation. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of officers and Board members, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes. The Corporation shall adopt reasonable rules and regulations concerning eligibility of individuals who may serve as officers or directors of the Corporation and shall elect the Board of Directors of the Corporation in accordance with these Articles and the Bylaws adopted by the Corporation.

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**ARTICLE IX**  
**NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

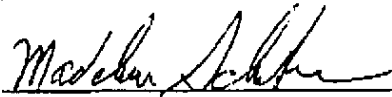
**ARTICLE X**  
**BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of more than fifty (50%) percent of the Board of Directors but only in accordance with the Bylaws and subject to any restrictions or limitations contained in the Bylaws.

**ARTICLE XI**  
**AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of more than fifty (50%) percent of its Directors, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered. Notwithstanding the right of the Board of Directors to amend the Articles of Incorporation, the Board of Directors may not alter, amend or repeal the rights granted to the Founders in Article IV of the Articles of Incorporation without the express written consent of the Founders during their lifetimes or the express written consent of the surviving Founder.

IN WITNESS WHEREOF, the Acting President, Director and Incorporator of the Corporation, whose address is set forth above in Article IV, signed these Articles of Incorporation on the 3<sup>rd</sup> day of December, 2020. I submit this document and affirm the facts stated are true herein. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony provide for in Section 817.155, F.S.

  
Madeline Schuster, Acting President, Director  
and Incorporator

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**RESIDENT AGENT ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, Brinkley Morgan, One Financial Plaza, 100 SE Third Avenue, 23<sup>rd</sup> Floor, Fort Lauderdale, Florida 33394, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.



William T. Coleman, Registered Agent  
Brinkley Morgan  
One Financial Plaza  
100 SE Third Avenue, 23<sup>rd</sup> Floor  
Fort Lauderdale, FL 33394

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Notary Public  
State of Florida  
My Comm. Expires 12/31/2021

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