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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Torgovnik Foundation, Inc.

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME
The name of the corporation shall be: The Torgovnik Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal <u>street</u> address:	Mailing address, if different is:
<u>5775 Collins Avenue, Unit 1702</u>	<u>5775 Collins Avenue, Unit 1702</u>
<u>Miami, FL 33140</u>	<u>Miami, FL 33140</u>
_____	_____
_____	_____

ARTICLE III PURPOSE
The purpose for which the corporation is organized is: See attached Rider

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As per the bylaws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Vladimir Torgovnik, Director</u>	Name and Title: <u>Lara Traum, Director</u>
Address: <u>5775 Collins Avenue, Unit 1702</u>	Address: <u>5775 Collins Avenue, Unit 1702</u>
<u>Miami, FL 33140</u>	<u>Miami, FL 33140</u>
_____	_____
_____	_____
Name and Title: <u>Michael LaMotta, Director</u>	Name and Title: _____
Address: <u>c/o Wiss, 100 Campus Drive, 4th Floor</u>	Address: _____
<u>Florham Park, NJ 07932</u>	_____
_____	_____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____

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DIVISION OF CORPORATE AFFAIRS
FILED

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Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Vladimir Torgovnik

Address: 5775 Collins Avenue, Unit 1702

Miami, FL 33140

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Name: Vladimir Torgovnik

Address: 5775 Collins Avenue, Unit 1702

Miami, FL 33140

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

(X)

Required Signature of Registered Agent11/10/21
Date*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

(X)

Required Signature of Incorporator11/10/21
Date

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RIDER TO THE ARTICLES OF INCORPORATION

OF

The Torgovnik Foundation, Inc.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986; and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

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

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943 (c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

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Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation will 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 will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. The corporation will 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 will 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 will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code

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