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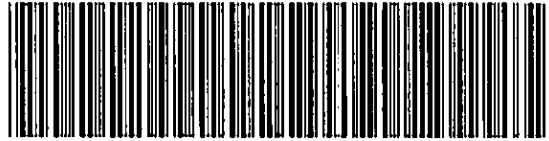
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

COVER LETTER

MONEY ORDER ENCLOSED

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

SUBJECT: FRUM FOUNDERS FOUNDATION 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: Diana Stern

Name (Printed or typed)

240 E. Palisade Ave. Suite H-5

Address

Englewood, NJ 07631

City, State & Zip

305-482-1520

Daytime Telephone number

office@frumfounders.org

E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

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

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ARTICLE I: NAME

The name of the Corporation shall be: Frum Founders Foundation Inc.

ARTICLE II: PRINCIPAL OFFICE

Principal street address:

Mailing address, if different is:

596 Lake Coven ct.

240 E. Palisade Ave. Suite H-5

Lake Mary, FL 32746

Englewood, NJ 07631

office@frumfounders.org

ARTICLE III: PURPOSE / FOUNDING MISSION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purposes of the Corporation are to help young men and women from the Jewish Yeshivah ("Ultra-Orthodox") community transition professionally into the high-tech world, where they are under-represented, become self-sufficient, and achieve economic mobility and financial security by providing them with coding and entrepreneurial training and guidance, physical and virtual (remote) startup accelerator programs, programing and business administration courses, founder and investor networking events, a business development "Keiretsu" network, and job placement services, all in accordance with Ultra-Orthodox rabbinic guidelines, applicable local laws and regulations, and U.S. Code.

ARTICLE IV: ELECTION OF, AND VOTING BY, GOVERNORS / DIRECTORS

The Corporation shall be governed and controlled by a hierarchy of six classes of Voting Governors consisting of Core Governors, Rabbinic Council Members, Voting Members, Directors, Officers, and Community Members. The Core Governors shall have, as a class, senior, highest, and absolute voting and veto rights, Rabbinic Council Members, added by or with the consent of Core Governors, shall have, as a class, second voting and veto rights (subordinated only to the Core Governor class), Voting Members, added by or with the consent of the Core Governor class, shall have, as a class, third voting and veto rights, Directors shall have, as a class, fourth voting and veto rights, Officers shall have, as a class, fifth voting and veto rights, and Community Members (if any) shall have, as a class, sixth voting rights. Individuals may be appointed to, and or removed from, any specific class of Voting Governors (i.e. Core Governors, Rabbinic Council Members, Voting Members, Directors, Officers, and/or Community Members) only by an absolute majority consensus of all existing members of the same class of Voting Governors or of a class of Voting Governors higher than (i.e. senior-to) the specific class of Voting Governors which the individual in question is being appointed to or removed from; except, that no class of Voting Governors shall have any authority to appoint or remove any Voting Governor that has been appointed or removed within the past three years by a class of Voting Governors higher than (i.e. senior-to) the class of Voting Governors seeking to appoint or remove the individual in question.

No class of Voting Governors shall have any authority to affect a reduction or elimination of the voting or veto rights of a class of Voting Governors having senior or higher voting or veto rights to those of the acting class, nor to make or terminate any appointments to any class of Voting Governors having senior/higher voting or veto rights to the those of the acting class; except, that, in the event of the Corporation not having any Core Governor or Rabbinic Council Member or Voting Member, the highest class of voting governors available shall have the authority to appoint a single individual member to a single class of Voting Governors directly above the appointing class, expressly provided that such appointee shall be bound to preserving and adhering to the original Founding Mission (aka "Purpose") as delineated in Article III hereof.

The right of any individual or class of Voting Governors to vote in any election on matters of the Corporation is a contractual privilege extended by the Corporation's Articles, By-Laws, and Constitution, to Core Governors, Rabbinic Council Members, Voting Members, Directors, Officers, and or Community Members (if any), in good standing, exclusively for the protection and benefit of the Corporation's original Founding Mission (aka "Purpose") as delineated in Article III hereof.

Core Governors, Rabbinic Council Members, Voting Members, Directors, Officers, and or Community Members (if any) shall have no personal rights to membership office or title in the Corporation, nor any right to or interest in any share of the Corporation's earnings, properties, and or assets. The preservation of the voting rights hierarchy delineated in the Corporation's Articles, By-Laws, and Constitution, is intended to preserve the contractual and property rights of the Corporation and of its original Founding Mission (aka "Purpose") as delineated in Article III hereof, not those of the Core Governors, Rabbinic Council Members, Voting Members, Directors, Officers, and or Community Members (if any), individually or as a class.

ARTICLE V: INITIAL GOVERNORS / DIRECTORS

Name: Avraham Shisgal (אברהם שיסגל) Role: Core Governor & Director

Address: 240 East Palisade Ave, Suite H5, Englewood, New Jersey, 07631

Name: Diana L. Stern Role: Director

Address: 240 East Palisade Ave, Suite H5, Englewood, New Jersey, 07631

Name: Gabi Barat Role: Director

Address: 487 Palmer Ave, Teaneck, New Jersey, 07666

ARTICLE VI: REGISTERED AGENT

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

Name: Pinny Shisgal

Address: 596 Lake Coven ct, Lake Mary, FL 32746

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is:

Name: Avraham Shisgal (אברהם שיסגל)

Address: 240 East Palisade Ave, Suite H5, Englewood, New Jersey, 07631

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TREASURER

ARTICLE VIII: EFFECTIVE DATE, DURATION, AND DISSOLUTION

The effective date of incorporation shall be the date of the filing of these Articles. The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, 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. 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 the benefit of the Jewish Ultra-Orthodox community.

ARTICLE IX: PROHIBITED ACTIVITIES

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

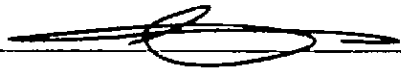
1. The Corporation shall not have any capital stock.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Governors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the original Founding Mission (aka "Purpose") as delineated in Article III hereof.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the original Founding Mission (aka "Purpose") as delineated in Article III hereof, nor shall any of the profits or assets of the Corporation be used other than for the original Founding Mission (aka "Purpose") as delineated in Article III hereof.
5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by Chapter 617, F.S., the Florida Not-For-Profit Act.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify all Incorporators, Registered Agents, Voting Governors, and Trustees of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the Person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

REGISTERED 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, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



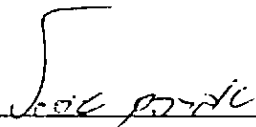
Required Signature of Registered Agent

3/21/2022

Date

AFFIRMATION OF INCORPORATOR:

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.



Required Signature of Incorporator

3/21/2022

Date

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TALLAHASSEE, FLORIDA