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FLORIDA PROFIT/NON PROFIT CORPORATION
JCF Supporting Organization of Palm Beach County, Inc.

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**ARTICLES OF INCORPORATION
OF
JCF SUPPORTING ORGANIZATION OF PALM BEACH COUNTY, INC.
(a Florida Not For Profit Corporation)**

Article I. Name

The name of the corporation shall be JCF SUPPORTING ORGANIZATION OF PALM BEACH COUNTY, INC. (the "Corporation").

Article II. Purposes

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) and Section 509(a)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code"), and only for charitable, religious, and educational purposes that are in accordance with all applicable laws. Specifically, the Corporation is organized to establish for religious, charitable, educational, therapeutic, and scientific purposes. The Corporation will serve as a Type II supporting organization for the Jewish Federation of Palm Beach County, Inc., a Florida not for profit corporation and its division known as the "Jewish Community Foundation".

The Corporation shall be organized strictly for charitable and educational purposes as set forth in Code Section 501(c)(3), Code Section 509(a)(3), and Code Section 170. This Corporation is organized to serve the public interest and in no event shall this Corporation be operated for the benefit of private interests. The Corporation shall not be organized or operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation may also hold, invest, reinvest, use, expend, disburse and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse or donate the income or principal thereof for charitable purposes consistent with the Corporation's purposes as set forth herein. The Corporation may establish investment policies and guidelines in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, the Corporation shall also have the incidental powers to do all things necessary, suitable, or proper for the accomplishment or furtherance of, or to do such other act or thing incidental to, growing out of, or connected with, the purposes or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under Chapter 617, Florida Statutes; provided, however, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida or prohibited under Code Section 501(c)(3) or Code Section 170.

Article III. Members

There shall be no Members of the Corporation.

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Article IV. Term of Existence

The Corporation shall have perpetual existence.

Article V. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than five (5). The manner in which the directors are elected or appointed shall be specified in the Corporation's Bylaws.

Article VI. Initial Board of Directors

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

Michael Hoffman
1 Harvard Circ
#100
West Palm Beach, FL 33409

Andrew R. Comiter
3825 PGA Blvd
Suite 701
Palm Beach Gardens, FL 33410

John Hoover
249 Royal Palm Way
Suite 501
Palm Beach, FL 33480

Patricia Lebow
3825 PGA Blvd
Suite 701

Shusan Shulman Pertnoy, Director

Harvard Ginner and Co. Inc. 1000
#100 after conference, they will not
West Palm Beach, FL 33409 and at nothing in so

Article VII. Names of Officers

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

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<u>Name</u>	<u>Office</u>
Michael Hoffman	President
Andrew R. Comiter	Vice President / Treasurer
Susan Shulman Pertnoy	Secretary

Article VIII. Bylaws

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

Article IX. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. If the Corporation is at any time deemed not to be a private foundation within the meaning of the Code Section 509(a), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). Otherwise, if the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Code Section 4945. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055, or 2522.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article XI. Corporation's Principal Office and/or Mailing Address

The principal office address of this Corporation shall be 1 Harvard Circle, #100, West Palm Beach, Florida 33409. The mailing address of this Corporation shall be 1 Harvard Circle, #100, West Palm Beach, Florida 33409.

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Article XII. Initial Registered Agent

The name and street address of the initial Registered Agent is Andrew R. Comiter, Esq., 3825 PGA Blvd, Suite 701, Palm Beach Gardens, Florida 33410

Article XIII. Incorporator

The name and address of the incorporator is Andrew R. Comiter, Esq., 3825 PGA Blvd, Suite 701, Palm Beach Gardens, Florida 33410.

Article XIV. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed first, to the Jewish Federation of Palm Beach County, Inc., a Florida not for profit corporation; if the Jewish Federation of Palm Beach County, Inc., a Florida not for profit corporation or its successor is no longer in existence, then the Corporation's assets shall be distributed to one or more exempt purposes within the meaning of Code Section 501(c)(3), or to an organization exempt under Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed 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 the foregoing purposes.

Article XV. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE XVI. Fundamental Decisions of the Board Of Directors

Any "Fundamental Decisions" (as defined herein) shall require the affirmative vote of all the Directors eligible to vote. A "Fundamental Decision" shall be any of the following:

- (1) any increase or decrease in the authorized number of members of the Board of Directors;
- (2) the adoption of any plan for the merger, consolidation or reorganization of the Corporation;
- (3) the adoption of any plan for the division or conversion of the Corporation;
- (4) the transfer of assets of the Corporation in contravention of any grant, endowment, or donor advised fund agreement;
- (5) changing the Corporation's supported organization (as defined in the Internal Revenue Code);
- (6) the amendment to this Article XVI; and

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(7) the adoption of any plan for the dissolution or liquidation of the Corporation.

In the event of a merger, consolidation, or reorganization of the Corporation, the Corporation's successor shall either obtain the written consent of (i) all the members of the Board of Directors or similar governing body; or (ii) the donor or the donor's successor(s), prior to authorizing or causing any distribution or transfer of assets in contravention of any grant, endowment, or donor advised fund agreement. This shall be a nonwaivable/amendable provision and is material to the purpose of the Corporation.

IN WITNESS WHEREOF, I have set my hand and seal this 15th day of September, 2022.


Andrew R. Comiter, Esq. Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of JCF SUPPORTING ORGANIZATION OF PALM BEACH COUNTY, INC., I am familiar with and hereby accept and agree to act in this capacity.

Dated: September 15, 2022



Andrew R. Comiter, Esq.

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on the 15th of September 2022

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