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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Addison Reserve Foundation, Inc.**

Certificate of Status	1
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**Articles of Incorporation****The Addison Reserve Foundation, Inc.  
A Florida Not-For-Profit Corporation****Article I  
Name**

The name of the non-profit corporation shall be The Addison Reserve Foundation, Inc. (the "Foundation").

**Article II  
Principal Office**

The Foundation's principal office shall be at 7201 Addison Reserve Blvd., Delray Beach, Florida 33446.

**Article III  
Purpose**

The Foundation is formed exclusively for the benefit of and is operated exclusively to promote charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("IRC §501(c)(3)") by receiving and administering funds and making distributions directly or through exempt organizations within the meaning of IRC §501(c)(3).

**Article IV  
Board of Directors**

The Foundation shall not have members. The Board of Directors will have authority for all affairs of the Foundation and may exercise all powers of the Foundation as permitted by federal law, state law, these Articles of Incorporation, and the By-Laws of the Foundation as in effect from time to time.

The directors of the Foundation shall be appointed and/or elected as provided in the By-Laws of the Foundation.

The names and addresses of the initial directors of the Foundation are as follows:

Douglas S. Winter	16387 Mirasol Way Delray Beach, FL 33446
Barry J. Gordon	7808 Talavera Place Delray Beach, FL 33446
Geoffrey H. Karp	7533 Bella Verde Way Delray Beach, FL 33446

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Frederick M. Kirschner

16113 Via Monteverde  
Delray Beach, FL 33446

Wendy L. Dan

16395 Brookfield Estates Way  
Delray Beach, FL 33446

Thomas R. Kaplan

7783 Talavera Place  
Delray Beach, FL 33446

Bruce S. Lubin

7586 Porto Vecchio Place  
Delray Beach, FL 33446

**Article V**  
**Registered Agent and Office**

The name of the initial registered agent and registered office in the State of Florida for the Foundation are:

Melissa M. Smith, Esq.  
8409 North Military Trail, Suite 123  
Palm Beach Gardens, Florida 33410

**Article VI**  
**Name and Address of the Incorporator**

The names and address of the incorporator is:

Douglas S. Winter  
16387 Mirasol Way  
Delray Beach, Florida 33446

**Duration**

The Foundation's period of duration is perpetual.

**Article VII**  
**Dissolution**

Upon the dissolution of the Foundation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Foundation, distribute all Foundation assets to one or more organizations organized and operated exclusively for charitable purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Foundation is then located, will dispose of those assets exclusively for charitable purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the court shall determine.

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**Article VIII  
Restrictions**

No part of the net earnings or assets of the Foundation shall inure to the benefit of, or be distributed to its directors, officers, or other persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC §501(c)(3), or the corresponding section of any future federal tax code, or (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.

**Article IX  
By-Laws**

The Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the Foundation.

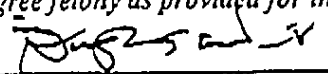
**Article X  
Amendments**

The Foundation may amend these Articles of Incorporation in the manner provided by the laws of the State of Florida, but no amendment may authorize the Board of Directors to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of IRC §501(c)(3).

**Article XI  
Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

*I hereby 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.*

  
\_\_\_\_\_  
Douglas S. Winter\_\_\_\_\_  
Date

4/27/23

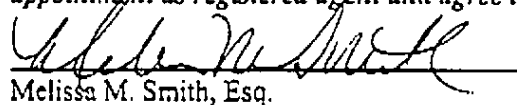
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## ACCEPTANCE OF REGISTERED AGENT

*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.*

  
Melissa M. Smith, Esq.

5-19-2023  
Date

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