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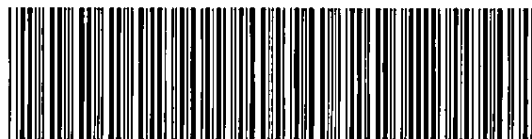
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**Sunshine State Corporate Compliance Company**

*3458 Lakeshore Drive, Tallahassee, Florida 32312*

*(850) 656-4724*

DATE 12/13/2023

**\*\*WALK IN\*\***

ENTITY NAME ELIASBERG FAMILY FOUNDATION, INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$105

ACCOUNT #: I20160000072

*E R H*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**FOR**

This Certificate of Domestication and the attached Articles of Incorporation are submitted to domesticate the Eliasberg Family Foundation, Inc., a Maryland non-stock corporation (not-for-profit) (the "Foreign Corporation"), into a Florida not-for-profit corporation in accordance with section 617.1803 of the Florida Statutes.

- ELIASBERG FAMILY FOUNDATION, INC.**

4. The name of the Foreign Corporation as set forth in the attached Articles of Incorporation to be filed pursuant to sections 617.01201 and 617.0202 of the Florida Statutes, is:

IN WITNESS WHEREOF, the undersigned authorized signatory has executed this Certificate of Domestication on November 28, 2023.

By: Richard Eliasberg  
Richard Eliasberg, President

By: Richard Eliasberg  
Richard Eliasberg, President

**STATE OF FLORIDA  
NOT-FOR-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION  
OF  
ELIASBERG FAMILY FOUNDATION, INC.**

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, as amended (the "Act"), adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is ELIASBERG FAMILY FOUNDATION, INC.

SECOND: The mailing address and street address of the principal office of the Corporation is 601 Heritage Drive, Suite 127, Jupiter, FL 33458.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

- (1) (a) At least twenty percent (20%) of the amount of the Foundation's annual contributions and pledge payments shall be paid to charitable organizations which have their main offices located in the States of Maryland or Florida or which expend at least sixty percent (60%) of their eligible charitable expenditures within the States of Maryland or Florida. At least twenty percent (20%) of the amount of the Foundation's annual contributions and pledge payments shall be paid to charitable organizations whose beneficiaries are primarily Jewish, and said charities may also qualify as a Maryland or Florida charity as described in this paragraph.
- (b) Preference in the order listed shall be given to programs of charitable organizations of which the primary purpose is the cure for cancer; environmental improvement organizations, including antipollution (but excluding global warming causes), wildlife protection, national parks, and national monuments; health care; education; promotion of science; and historic preservation. Secondly, charitable organizations for the arts are eligible. The types of organizations referred to in this paragraph are intended to be exclusive. If the trustees wish to make a charitable contribution outside of this list, it shall require the written unanimous vote of the trustees eligible to vote, and such vote will be recorded and included in the minutes.

- (c) The Foundation will consider and contribute such amounts as approved by the Board to eligible organizations which are designed to aid in animal welfare, protect animal rights, and actively work to ensure wildlife protection and preservation, particularly while Gail E. Redtman is associated in an official position with the Foundation, such as a trustee or officer.
  - (d) Contributions and pledge payments can be made for construction, acquisition of equipment, funding of specific identified endowments (not general endowment funds), support of specific programs, and the general support of charitable organizations of the type listed in Article Third, Section (1)(b) above with operating results (efficiency) acceptable to the Foundation's Board of Trustees.
  - (e) A "contribution" is a payment or payments made to an eligible charity within the current fiscal year, and a "pledge" is a single payment or multiple payments which extend beyond the current fiscal year. No pledge shall be made requiring payments beyond the five (5) fiscal years following the date of the pledge. During any year, the aggregate of the multi-year pledge commitments cannot exceed 75% of the total allowable contributions and pledges per year described in Article Third, Section (1)(f) below.
  - (f) Payments on pledges, contributions, expenses, and capital expenditures in any fiscal or calendar year should not exceed on a five-year rolling average six and one-half percent (6.5%) of the net value of noncharitable-use assets as described in the United States Federal Tax Code unless the United States Federal Tax Code requires a greater or lesser expenditure than the current five percent (5%), in which event the requirements of this section would be increased or decreased to equal one and one-half percent (1.5%) in excess of the new requirement. The trustees shall make every effort to comply with the Federal tax requirements for the Foundation. In the event that the contributions, pledges, or operating expenses exceed these requirements in an amount and/or term which may jeopardize the long-term financial future of the Foundation, such action will require the unanimous vote of all trustees eligible to vote and such vote will be recorded in the minutes of the meeting.
- (2) The corporation may do any other act or thing incidental to or connected with the foregoing purposes in this Article Third, Section (1), or in the advancement thereof, but not for the pecuniary profit or gain of its members, trustees, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

- FOURTH: The name and address of the Resident Agent of the Corporation is Gail E. Redtman, 601 Heritage Drive, Suite 127, Jupiter, FL 33458.
- FIFTH: The name and address of the incorporator to these Articles of Incorporation is Richard Eliasberg, 601 Heritage Drive, Suite 127, Jupiter, FL 33458
- SIXTH: The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.
- SEVENTH: The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Trustees.
- EIGHTH: The affairs and business of the corporation shall be managed by a Board of Trustees having at least three (3) Trustees, and up to a total of eight (8) Trustees, inclusive of one (1) Founding Trustee, which number may be increased or decreased pursuant to the Bylaws of the Corporation. Each member of the Board of Trustees shall have one vote. The trustees and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the bylaws of the corporation. The Founding Trustee is Richard A. Eliasberg.

Richard A. Eliasberg, the Founding Trustee of the Foundation and provider of the Foundation's funding, during his lifetime shall have the right to remove any trustee of the Foundation for any reason with or without cause upon written notice to the said trustee sent to his/her last known mailing or e-mail address, and a copy of the said notice shall be sent to the other members of the Board. This is a personal authority and shall cease upon Richard A. Eliasberg's death.

This Article Eighth and any Bylaw sections relating to this Article cannot be amended or changed by the trustees of the Foundation without the personal approval of Richard A. Eliasberg during his lifetime. In the event this Foundation is merged into a successor foundation, reincorporated elsewhere, or in any manner or form converted, this Article Eighth will continue to govern the assets that are transferred.

- NINTH: The following provisions are hereby adopted for defining, adopting, limiting, and regulating the powers of the Corporation and of the trustees and the members, including provisions for the final distribution of assets on dissolution or final liquidation.
- (1) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons or be appropriated for any purposes other than the purposes of the Corporation as herein set forth, 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 purposes set forth in Article THIRD hereof. 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 any candidate for public office. Notwithstanding any other provisions 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

- (2) Except as otherwise provided by law, the corporation may at any time dissolve by a two-thirds vote (2/3) of the Board of Trustees, and the affirmative vote of the Founding Trustee, if an active member of the Board at the time of such vote. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine.
- (3) Except as may otherwise be required by law, the Corporation may, at any time, by a two-thirds vote (2/3) of the Board of Trustees, and the affirmative vote of the Founding Trustee, if an active member of the Board at the time of such vote, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code
- (4) Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has

agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Trustees or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

- (5) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) , then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply for the period in which the corporation is so deemed:



- (a) The Corporation shall distribute its income for such 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
  - (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
  - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
  - (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
  - (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- (6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Trustees included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Trustees under the General Laws of the State of Florida now or hereafter in force, except to the extent that the General Laws of the State of Florida permit activities which are

not permitted under Federal law for any organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions under any future United States internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: Notices shall be sent to the last known mailing address or e-mail address. Registered or certified mail is not required.

TWELFTH: The Board of Trustees shall have the power at any annual, regular, or special meeting thereof, to amend, alter or repeal any of the Articles of Incorporation of the Corporation with a sixty percent (60%) vote of the entire Board of Trustees except for Articles Third and Twelfth which in addition require during Richard A. Eliasberg's lifetime his written, notarized approval of the change to amend these enumerated sections. The written approval is to be attached to the minutes of the meeting in which the Board took such action. The notice of any meeting in which the Articles of Incorporation are to be amended shall be written and include notice of the proposed amendment and a brief description of the proposed change.

*Having been named as registered agent and 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.*

Gail E. Redtman  
Gail E. Redtman

Date: November 28, 2023

*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.*

Richard Eliasberg  
Richard Eliasberg, Incorporator

Date: November 28, 2023