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COVER LETTER

Department of State
Division of Corporations (*Non-Profit*)
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bessie D. Galbut Charitable 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:

Dayami Aguiar

Name (Printed or typed)

2200 Biscayne Boulevard

Address

Miami, FL 33137

City, State & Zip

305-514-0874

Daytime Telephone number

daguiar@crescentheights.com

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

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

**ARTICLES OF INCORPORATION
OF
BESSIE D. GALBUT CHARITABLE FOUNDATION, INC.**

In compliance with the requirements with Chapter 617, the Florida Not For Profit Corporation Act (the "*Act*"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation (the "Corporation") shall be: Bessie D. Galbut Charitable Foundation, Inc.

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is: 2200 BISCAYNE BLVD, MIAMI, FL 33137.

ARTICLE III: PURPOSE

This Corporation is organized exclusively for charitable and religious purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as applicable (the "*Code*"). The purpose of Corporation shall be the advancement of the nonprofit sector through education, consultation, and advocacy and such other activities in accordance with the requirements of Section 501(c)(3) of the Code as benefit the nonprofit sector including the advancement of religion and the furtherance of worship, and making distributions to, and receiving distributions from, other exempt organizations under Section 501(c)(3) of the Code.

In effectuating such general purpose, the Corporation may on a non-profit basis:

- (a) Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real and personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation.
- (b) Borrow money and issue evidence of indebtedness; and secure loans and other indebtedness by mortgages, deeds of trust, pledges, or other liens upon the property of the Corporation.
- (c) Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officer, 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 purposes set forth herein. 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. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE IV: MANNER OF ELECTION

The Members of the Corporation and the Board of Directors shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than three (3) nor more than seven (7) directors, as determined from time to time as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Vice President(s), Secretary and Treasurer. The names and addresses of the initial members of the Board of Directors and the initial Officers are:

Binyomin Rozsansky, Director, President & Secretary
2200 BISCAYNE BLVD, MIAMI, FL 33137

Lidia Carrera, Director & Vice President
2200 BISCAYNE BLVD, MIAMI, FL 33137

Dayami Aguiar, Director & Treasurer
2200 BISCAYNE BLVD, MIAMI, FL 33137

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Jonathan Newberg, 2200 Biscayne Boulevard, Miami, FL 33137.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Dayami Aguiar
2200 Biscayne Boulevard
Miami, FL 33137

ARTICLE VIII: TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "*Covered Person*") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "*Proceeding*"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, invalidity, or modification of this article shall not adversely affect any

right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal, invalidity or modification.

ARTICLE X: DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's assets shall only be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Upon dissolution, no distributions shall occur for any purpose other than those provided in Section 501(c)(3) of the Code.

ARTICLE XI: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Required Signature of Registered Agent: _____ Date: 2/15/2024

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Required Signature of Incorporator: *Prigoni Capital* Date: 2/15/2024

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