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Email Address: rhonda.pearlman@gmail.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
SEFIROT FOUNDATION, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SEFIROT FOUNDATION, INC.**

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2024 MAY 31 PM 8:37  
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TALLAHASSEE, FL

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Sefirot Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 3900 Neptune Drive, Orlando, FL 32804, and the mailing address of the Corporation is 3900 Neptune Drive, Orlando, FL 32804.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3) and to governmental agencies for charitable purposes. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, transforming the lives of those who cared for others by investing in wellness and wellbeing for communities of older adults across Central Florida, with the foundation of Jewish values.

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B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

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(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The Corporation will distribute its income for each tax 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 Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV - NO MEMBERS**

The Corporation shall have no members.

#### **ARTICLE V - BOARD OF DIRECTORS**

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Rhonda K. Pearlman	3900 Neptune Drive Orlando, FL 32804

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Lynn Fenster

463 Longmeadow Lane  
Longwood, FL 32779

Scott Zimmerman

125 E. Webster Avenue  
Winter Park, FL 32789

**ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 420 S. Orange Avenue, Suite 700, Orlando, Florida 32801. The name of the registered agent of the Company at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of the Corporation are:

Name

Address

Rhonda K. Pearlman

3900 Neptune Drive  
Orlando, FL 32804

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3).

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ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the full Board of Directors at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Corporation's Bylaws; provided, that a copy of the proposed amendment(s) shall be provided to the Board of Directors with the notice of the meeting at least fourteen (14) days prior to the meeting.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 31 day of May, 2024.

Rhonda K. Pearl  
Rhonda K. Pearlman, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

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

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A., sole Member

By: James D. Callahan  
James D. Callahan, Vice President

Date: May 31, 2024

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