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Children's Holocaust Memorial, Inc.
(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Children's Holocaust Memorial, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CHILDREN'S HOLOCAUST MEMORIAL, INC.

A NOT FOR PROFIT CORPORATION

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617:

ARTICLE I
NAME

The name of the Corporation shall be "Children's Holocaust Memorial, Inc."

ARTICLE II
DURATION

The term of the Corporation shall be perpetual.

ARTICLE III
MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 7385 S.W. 131 Street, Miami, Florida 33156.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
David I. Safer, Esq.	Akerman, Senterfitt & Eidson, P.A. 801 Brickell Avenue, 24th Floor Miami, Florida 33131

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ARTICLE V PURPOSES

The purposes for which the Corporation is organized are as follows:

A. To operate exclusively for charitable, religious, scientific, artistic or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code (the "Code"), including raising and distributing funds for and to other organizations that also qualify as exempt organizations under Section 501(c)(3) of the Code.

B. Subject to the limitations on its powers described herein, to do such additional things and to perform such additional acts to accomplish the above-mentioned purposes as the Corporation's Board of Directors may determine to be appropriate and as are consistent with the specific purposes set forth herein, with all the rights and powers conferred on not for profit corporations under the laws of the State of Florida, including without limitation, the capacity to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property; provided, however, that such rights and powers shall be exercised only for the specific purposes set forth herein.

ARTICLE VI LIMITATION ON POWERS

Notwithstanding any other provision of these Articles of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code. The Corporation shall not distribute any part of its properties or earnings to its Members, Directors, Officers, employees or other agents, or to any other private individuals or organizations, and the Corporation shall assure that no part thereof will inure to the benefit of any such individual or organization; provided however, that the Corporation may pay rent, fees, salaries, interest, royalties and other compensation in a reasonable amount to such individuals or organizations for fair market value of property, services or other benefits rendered to the Corporation, and may reimburse such individuals or organizations for reasonable expenses they incur on behalf of the Corporation at the request of or otherwise by the authority of its Board of Directors; provided

further that such compensation or reimbursement is for the furtherance of the purposes set forth in Article V.

B. No substantial 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 (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

C. The Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a organization, contributions to which are deductible under Section 170(c)(2) of the Code.

D. If the Corporation is deemed to be a "private foundation" (within the meaning of Section 509 of the Code), then during the period it is a private foundation, the Corporation shall distribute its income for each taxable year for the purposes specified herein, at such time and in such manner as not to subject the Corporation to the tax under Section 4942 of the Code; and additionally, during such period, the Corporation shall not: (i) engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code); (ii) retain any "excess business holdings" (as defined in Section 4943(c) of the Code); (iii) make any investment that would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code); or (iv) make any "taxable expenditures" (as defined in Section 4945(d) of the Code). The requirements and prohibitions contained in this paragraph shall be construed and interpreted in a manner consistent with and to assure compliance with Section 508 of the Code.

ARTICLE VII **NONSTOCK BASIS**

The Corporation is organized on a nonstock basis and shall not issue any shares of stock.

ARTICLE VIII **MEMBERS**

Qualification for Membership in the Corporation, the manner of Members' admission and Membership voting rights shall be provided for in the By-laws of the Corporation.

ARTICLE IX
BOARD OF DIRECTORS

The management of the Corporation shall be vested in its Board of Directors. The Board of Directors shall consist of at least three (3) Directors, with the exact number to be determined in accordance with the By-laws. The By-laws may also provide for one or more "ex officio" or honorary Directors, the rights and privileges of which shall be set forth therein. The Directors shall be elected and may be removed in accordance with the procedures provided therefor in the By-laws. The initial Board of Directors shall consist of three persons, and the name and address of each of these persons is as follows:

<u>Name</u>	<u>Address</u>
Irving A. Spiegel	7385 S.W. 131 Street Miami, Florida 33156
Timothy Ravenna	7385 S.W. 131 Street Miami, Florida 33156
Thomas Wilkerson	7385 S.W. 131 Street Miami, Florida 33156
Jon Silverman	7385 S.W. 131 Street Miami, Florida 33156

ARTICLE X
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and assistant Officers as may be provided in the By-laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws.

ARTICLE XI
BY-LAWS

The By-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in accordance with the By-laws.

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and all rights and privileges conferred upon the Members, Directors, Officers and any employee or agent of the Corporation, are subject to this reservation. These Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director of the Corporation, including former Officers and Directors of the Corporation, to the fullest extent permitted by the laws of the State of Florida, provided that no corporate actions in furtherance of this indemnity shall be permitted if such actions would be deemed to inure to benefit of any such individual in a manner not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE XIV
DISSOLUTION

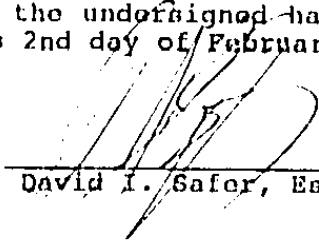
The Directors may at any time adopt a resolution to dissolve the Corporation at a meeting of the Board of Directors by a majority vote of the Directors then in office. In the event of dissolution, the Directors shall first pay the debts of the Corporation, or set aside sufficient assets for the future payment thereof, and shall distribute remaining assets of the Corporation to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code or to the federal government, or to any state or local governments, exclusively for the use of public purposes. Any such assets not so disposed of 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 such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
David I. Safer, Esq.	Akerman, Senterfitt & Eidson, P.A. 801 Brickell Avenue, 24th Floor Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of February, 1995.



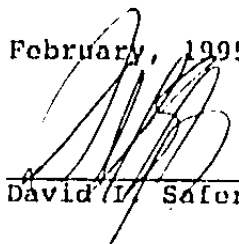
David I. Safer, Esq.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Childrens Holocaust Memorial, Inc. simultaneously with my being designated as same in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this 2nd day of February, 1995.



David I. Safer

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FILED
1995 FEB -3 PM 2:15
SECRETARY
TALLAHASSEE, FLORIDA