

# N95000003487

7/24/95

FLORIDA DIVISION OF CORPORATIONS

1:42 PM

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

((H95000008123)))

TO: DIVISION OF CORPORATIONS

FROM: GOLDENBERG & GOLDENBERG

DEPARTMENT OF STATE

SUITE 2626 ONE FINANCIAL PLAZA

STATE OF FLORIDA

FT. LAUDERDALE FL 33394-0000

409 EAST GAINES STREET

CONTACT: SHERRY ROADFUSS

TALLAHASSEE, FL 32399

PHONE: (305) 523-2626

FAX: (904) 922-4000

FAX: (305) 523-5306

((H95000008123)))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: THE KLINGHOFFER FOUNDATION, INC.

FAX AUDIT NUMBER: H95000008123

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/24/1995

TIME REQUESTED: 13:42:17

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076060003657

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000008123)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

19200 7E1

VR220/7

Online

95 JUL 24 PM 1:04  
RECEIVED

95 JUL 24 PM 3:00

RECEIVED

**ARTICLES OF INCORPORATION  
OF  
THE KLINGHOFFER FOUNDATION, INC.**

FILED  
 95 JUL 24 PM 4:01  
 STATE OF FLORIDA  
 COUNTY OF CLAY

The undersigned incorporator to these Articles of Incorporation hereby forms a Not For Profit corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be THE KLINGHOFFER FOUNDATION, INC.

**ARTICLE II**

**PURPOSES**

1. The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and to that end to hold any property, or any undivided interest therein, without limitation as to amount or values; to dispose of any such property and to invest, reinvest, or deal with the principal or in the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable law; to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under the Florida Corporation not-for-profit law.

2. No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence such legislation, and the corporation shall not participate in nor intervene (including the publication or distribution of statements) in a political campaign on behalf of any candidate for public office.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section

This instrument Prepared By:  
 Stephen F. Goldenberg, Esquire  
 One Financial Plaza, Suite 2626  
 Fort Lauderdale, FL 33304  
 (305) 523-2626  
 F.B.N. 151293

4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

6. 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 1986, or corresponding provisions of any subsequent Federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

8. Notwithstanding any of the provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be amended in the future.

9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended in the future.

### ARTICLE III

#### MEMBERSHIP

1. There shall be only one class of membership of this corporation which shall consist of the persons named as the initial Board of Directors of the Corporation and such other person or persons as the members may elect pursuant to the Bylaws.

2. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or asset, nor shall any portion of such income property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this

corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

The name and street address of the member(s) of the first Board of Directors is as follows:

Harry Klinghoffer  
4280 Galt Ocean Drive, #24P  
Fort Lauderdale, FL 33308-6126

James Klinghoffer  
2908 Longport Drive  
Longport, NJ 08403

Edith Klinghoffer  
4280 Galt Ocean Drive, #24P  
Fort Lauderdale, FL 33308-6126

Craig H. Mally  
3272 N.W. 3rd Avenue  
Oakland Park, FL 33309

#### ARTICLE IV

##### TERM OF EXISTENCE

The corporation shall exist perpetually.

#### ARTICLE V

##### ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

## ARTICLE VI

### REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

We do hereby accept the duties and responsibilities as registered Agent.

Accepted: July 12, 1995.

WORLDWIDE CORPORATE SERVICES, INC.

By:

  
STEPHEN F. GOLDENBERG, President

## ARTICLE VII

### MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall have be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors shall be as are set forth in the bylaws, in no event shall the number be less than three. The duties, responsibilities, method of appointment and term of the directors shall be set forth in the bylaws.

## ARTICLE VIII

### INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

Harry Klinghoffer  
4280 Galt Ocean Drive, #24P  
Fort Lauderdale, FL 33308-6126

James Klinghoffer  
2908 Longport Drive  
Longport, NJ 08403

Edith Klinghoffer  
4280 Galt Ocean Drive, #24P  
Fort Lauderdale, FL 33308-6126

Craig H. Mally  
3272 N.W. 3rd Avenue  
Oakland Park, FL 33309

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33304  
(305) 523-2626  
F.B.N. 151293

## ARTICLE IX

## BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporation's Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therein in the bylaws.

## ARTICLE X

## AMENDMENT


These Articles of Incorporation may be amended by a proposed resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 12th day of July, 1995.

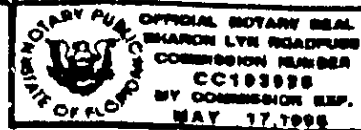
  
Harry Klinghoffer  
James Klinghoffer  
Edith Klinghoffer  
Craig H. Mally

STATE OF FLORIDA )  
 ) ss  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by HARRY KLINGHOFFER (name of person acknowledging), who is personally known to me or who has produced FDL # K452-20-08-105 (type of identification) as identification and who did take an oath.


  
Signature of Notary Public  
Sharon Lyn Roadfuss  
Typed/Printed Name of Notary Public

Notary Public State of Florida  
My Commission Expires:

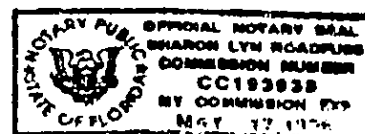


STATE OF FLORIDA )  
 ) ss  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by EDITH KLINGHOFFER (name of person acknowledging), who is personally known to me or who has produced FDL # K452-20-13-555 (type of identification) as identification and who did take an oath.

  
Signature of Notary Public  
Sharon Lyn Roadfuss  
Typed/Printed Name of Notary Public

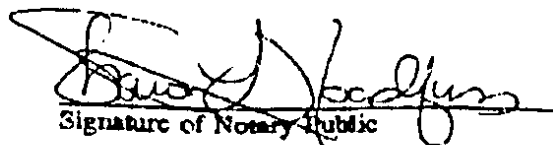
Notary Public State of Florida  
My Commission Expires:



This Instrument Prepared By:  
Stephen P. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
(305) 523-2626  
F.B.#. 151203

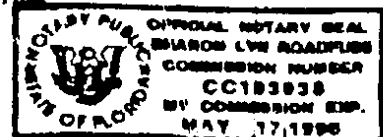
STATE OF FLORIDA                    )  
   ) ss  
 COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by JAMES KLINGHOFFER (name of person acknowledging), who is personally known to me or who has produced NO. 1 # K-375-3800-03402 (type of identification) as identification and who did/did not take an oath.

  
 Signature of Notary Public

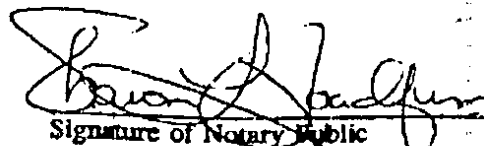
Sharon Lyn Roadfuss  
 Typed/Printed Name of Notary Public

Notary Public State of Florida  
 My Commission Expires:



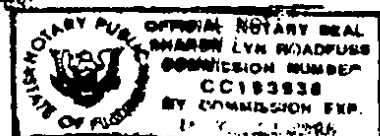
STATE OF FLORIDA                    )  
   ) ss  
 COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by CRAIG MALLY (name of person acknowledging), who is personally known to me or who has produced DL M400-10656-3830 (type of identification) as identification and who did/did not take an oath.

  
 Signature of Notary Public

Sharon Lyn Roadfuss  
 Typed/Printed Name of Notary Public

Notary Public State of Florida  
 My Commission Expires:



This Instrument Prepared By:  
 Stephen P. Goldenberg, Esquire  
 One Financial Plaza, Suite 2626  
 Fort Lauderdale, FL 33304  
 (305) 523-2626  
 F.B.N. 151293