

N95 00000-3771

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200001554012  
-08/07/95--01018--025  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. A. Phillip Goldsmith and Frieda Goldsmith Fundation, inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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



FLORIDA DEPARTMENT OF STATE

August 7, 1995

Sandra B. Mortham  
Secretary of State

FILINGS, INC.

MIAMI, FL

SUBJECT: A. PHILLIP GOLDSMITH AND FREIDA GOLDSMITH  
FOUNDATION, INC.  
Ref. Number: W95000015835

We have received your document for A. PHILLIP GOLDSMITH AND FREIDA GOLDSMITH FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 495A00036870

ARTICLES OF INCORPORATION  
OF  
A. PHILLIP GOLDSMITH AND FRIEDA GOLDSMITH  
FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Not for Profit Corporation Act, certifies:

ARTICLE I - NAME

The name of this corporation is A. PHILLIP GOLDSMITH AND FRIEDA GOLDSMITH FOUNDATION, INC.

ARTICLE II - PURPOSE

The purpose 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, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Trustees, 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 laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees or Officers except as permitted under the Florida Not For Profit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, 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, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on 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 legislation, and the Corporation shall not

participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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

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.

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.

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.

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.

Notwithstanding any other provisions 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 such Code and Regulations as they now exist or as they may be amended.

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 educational 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.

#### ARTICLE III - OFFICE

The mailing address of this corporation shall be at 2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480.

#### **ARTICLE IV - DIRECTORS**

The names and addresses of the initial Directors until the first Annual Meeting of the Corporation are: The Directors shall be elected by the members of the corporation and shall be stated in BY-LAWS.

Name	Address:
A. Phillip Goldsmith	2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480
Frieda Goldsmith	2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480
Betty Zeidman	22 West 38th Street, Room 1003 New York, New York 10018
Lynda Ann Strulovic	Apartado 16219 Caracas 1011-A, Venezuela
Ellyn Rhoda Radel	933 Park Avenue New York, New York 10028

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is A. Phillip Goldsmith.

#### **ARTICLE VI - QUALIFICATION OF MEMBERS**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is: A. Phillip Goldsmith, 2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480.

#### **ARTICLE VIII - INDEMNIFICATION**

Every Director and every Officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful

misfeasance or malfeasance in the performance of his duties. Provided that, in the event of a settlement, this right of Indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Trustee or officer may be entitled.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have executed these Articles of Incorporation this 25 day of July, 1995.

  
A. PHILLIP GOLDSMITH, Incorporator  
and Registered Agent

STATE OF NEW YORK                   )  
  )ss.  
COUNTY OF NEW YORK            )

The foregoing instrument was acknowledged before me by A. PHILLIP GOLDSMITH, who is personally known to me and who did take an oath.

25 WITNESS my hand and official seal in the County and State last aforesaid this day of July, 1995.

(SEAL)

  
Notary Public State of California  
New York, at Large

My commission expires:

Sept 23, 1997

NOTARY PUBLIC  
Notary Public, State of New York  
My Comm. Exp. Date:  
Qualified in Nassau County  
Commission Expires Sept. 23, 1997

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

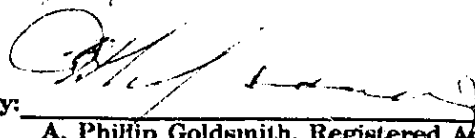
The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:

A. PHILLIP GOLDSMITH AND FRIEDA GOLDSMITH FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its initial Registered Office in Florida being in the County of Palm Beach at 2780 South Ocean Boulevard, Apartment 802, Palm Beach, Florida 33480, has named A. PHILLIP GOLDSMITH, located at that same address, as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 15 day of July, 1995.

By:   
A. Phillip Goldsmith, Registered Agent

25 AUG -8 AM 11:28