

1201 HAYS STREET

TALLAHASSEE, FL 32301

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ORDER NO. : 05322A

CUSTOMER NO: 01794A

CUSTOMER: Kent J. Anderson, Esq  
ANDERSON MORGAN & TJADEN, P.A.

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FILED  
96 FEB 21 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FRIEDMAN CHARITABLE  
FOUNDATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

L. BROWN FEB 21 1996

RECEIVED  
96 FEB 21 AM 8:28  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

FRIEDMAN CHARITABLE FOUNDATION, INC.

FILED  
96 FEB 21 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. - NAME

The name of the corporation shall be FRIEDMAN CHARITABLE FOUNDATION, INC. The principal office and mailing address of the corporation is 3520 Bayou Louise, Sarasota, Florida 34242.

ARTICLE II. - PURPOSE

The purpose for which the corporation is formed is to promote visual and performing arts through grants to artists and to organizations. The corporation shall receive and administer funds exclusively for scientific, educational, and charitable purposes within the meaning of the Internal Revenue Code.

The purposes for which the corporation is organized are exclusively charitable, scientific, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV. - DISSOLUTION

In the event of the dissolution of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) or the corresponding section of any future Internal Revenue Code, or shall be distributed to the

federal government, or to a state, or local government, for a public purpose. 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 such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV. - PROHIBITED ACTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, 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 distribution in furtherance of the purposes set forth in Article II hereof. 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 provision of the articles, 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 section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

#### ARTICLE V. - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Elly Friedman  
3520 Bayou Louise  
Sarasota, Florida 34242

#### ARTICLE VI - OFFICERS

The affairs of the corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the filing of these articles of incorporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VII. - BOARD OF DIRECTORS

The corporation shall have three (3) directors, initially. The number of directors of the corporation may be increased or decreased from time to time, by the Bylaws, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are as follows:

Elly Friedman  
3520 Bayou Louise  
Sarasota, Florida 34242

Isadore Friedman  
3520 Bayou Louise  
Sarasota, Florida 34242

Marshall Gordon  
240 Magnolia Place  
Pittsburgh, PA 15228

Members of the Board of Directors shall be elected as set forth in the Bylaws of the corporation.

ARTICLE VIII.

REGISTERED OFFICE, REGISTERED AGENT AND ACCEPTANCE

The name of the registered agent and the street address of the registered office of the corporation is as follows:

Registered Agent:

Elly Friedman

Registered Office:

3520 Bayou Louise  
Sarasota, Florida 34242

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

  
\_\_\_\_\_  
Elly Friedman

ARTICLE IX. - BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

ARTICLE X. - AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted by a two-thirds (2/3) vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator to these Articles of Incorporation has set her hand and seal this 7 day of February, 1996.

Elly Friedman  
Elly Friedman, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, Elly Friedman, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 7 day of February, 1996.

Kent J. Anderson  
Notary Public, State of Florida

[PRINT, TYPE, OR STAMP NAME OF NOTARY PUBLIC]

PERSONALLY KNOWN ☒ [OR] ID PRODUCED \_\_\_\_\_  
TYPE OF ID PRODUCED \_\_\_\_\_

