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HOWARD J. WIENER
BOARD CERTIFIED IN TAXATION
CORPORATION AND BUSINESS LAW

ADJUNCT PROFESSOR OF LAW
UNIVERSITY OF MIAMI SCHOOL OF LAW

April 15, 1996

TELEPHONE 1 800 368 2117
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***122.50 ***122.50

VIA UPS NEXT DAY AIR

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
5-1-96

ATTENTION: Doris Brown

Re: The Koni Foundation, Inc.
a Florida Not for Profit Corporation

Dear Sirs:

Enclosed find original and one copy of Articles of Incorporation of **The Koni Foundation, Inc.**, together with a check in the amount of \$122.50, payable to the Secretary of State, in payment of the filing fee.

Please receipt the copy of the Articles of Incorporation which is enclosed and return same to this office with the Certificate of Secretary of State.

PURSUANT TO CHAPTER 617, SECTION 617.0123(4), FLORIDA STATUTES, THE EFFECTIVE DATE OF INCORPORATION SPECIFIED IN THE ARTICLES OF INCORPORATION AT ARTICLE XIV IS MAY 1, 1996.

Sincerely yours,

HOWARD J. WIENER, P.A.

By:


HOWARD J. WIENER, ESQUIRE

HJW/jcc
Enclosures

cc: Sir Nicolaus Koni (w/Articles of Incorporation)
Howard M. Siegel (w/Articles of Incorporation)
Lewis Kapner, Esquire (w/Articles of Incorporation)

D. BROWN APR 18 1996

ARTICLES OF INCORPORATION

OF

THE KONI FOUNDATION, INC.

EFFECTIVE DATE
5-1-96

FILED
96 APR 18 AM 10:16
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation Not for Profit under Chapter 617, laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation Not for Profit.

ARTICLE I

Corporate Name

The name of the Corporation shall be THE KONI FOUNDATION, INC.

ARTICLE II

Corporate Nature

This is a not for profit Corporation organized solely and exclusively for charitable and educational purposes pursuant to the *Florida Not for Profit Corporation Act* set forth in Chapter 617 of the *Florida Statutes*.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, without limiting the generality of the foregoing, the advancement of the public interest in, and knowledge and understanding of, works of art.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

A. Establish a museum or similar facility to display works of art owned by, loaned to or otherwise held by the Corporation; and

11. Exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, 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, donate or otherwise dispose of such property, and the income, principal and proceeds of sale thereof, for any of the purposes herein set forth; provided, however, that any disposition of any original work shall require the affirmative vote of at least seventy-five percent (75%) of the voting Trustees of the Corporation then in office.

C. Operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the *Internal Revenue Code* of 1986, as amended, or under any corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "*Internal Revenue Code*"), covering the distributions to organizations qualified as tax exempt organizations under the *Internal Revenue Code*, including private foundations and private operating foundations.

ARTICLE V

Board of Trustees and Officers: Manner of Election of Trustees and Officers

A. Board of Trustees. The powers of the Corporation shall be exercised, its properties controlled and its affairs managed and conducted by a Board of Trustees. The number of trustees of the Corporation shall initially be four (4). The number of trustees of the Corporation may be increased or decreased from time to time by amendment to the By-laws, as duly adopted by the Board of Trustees, but the Corporation shall never have fewer than four (4) trustees.

The trustees named herein as the first Board of Trustees shall hold office until the first meeting of Members, at which time an election of trustees shall be held. The Voting Members shall elect the trustees at the annual meeting of Voting Members.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of Members and until the qualification of successors in office. Annual meetings shall be held on or about March 1st of each year, at 249 Royal Palm Way, Suite 504, Palm Beach, Florida 33480, or at such other place or places as the Board of Trustees may designate from time to time by resolution. The By-laws may provide for *ex officio* and honorary trustees and their rights and privileges.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action, which consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to an action by written consent shall have the same force and effect as if taken by the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to any action so

taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the by-laws of the Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Trustees are as follows:

- | | |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| (1) Nicolaus Koni
146 Australian Avenue
Palm Beach, Florida 33480 | (2) Lewis Kapner, Esquire
250 Australian Avenue South
West Palm Beach, Florida 33402 |
| (2) Howard M. Siegel
3429 Westminster Road
Oceanside, New York 11572 | (4) Howard J. Wiener, Esquire
249 Royal Palm Way
Palm Beach, Florida 33480 |

B. Corporate Officers. All Officers shall be elected from time to time (and may be removed at any time) by the Board of Trustees. The Board of Trustees shall elect the following Officers: President, Vice-President, Secretary and Treasurer, and such other Officers as the by-laws of the Corporation may authorize the Trustees to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Office</u>
Howard M. Siegel	- President
Howard J. Wiener	- Vice-President
Lewis Kapner	- Secretary
Nicolaus Koni	- Treasurer

ARTICLE VI

Earnings and Activities

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers 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 distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the *Internal Revenue Code*, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

C. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the *Internal*

Revenue Code as an organization described in Section 501(c)(3) of the *Internal Revenue Code* and which is other than a private foundation by reason of being described in Section 509(a)(1) or (2) of the *Internal Revenue Code*, and these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code*, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code*.

E. The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

F. Notwithstanding any other provision of these Articles of Incorporation, there shall be no exercise of activities or of any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the Corporation, the Board of Trustees shall, after making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the *Internal Revenue Code*, as the Board of Trustees shall determine. Any such assets not so distributed shall be distributed by a court of competent jurisdiction in 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. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or (2)(B) of the *Internal Revenue Code* and as described in Section 509(a)(1), (2) or (3) of the *Internal Revenue Code*.

ARTICLE VIII

Membership

A. The Corporation shall have one (1) class of Voting Members and no more than one (1) membership may be held by any one (1) person. The Voting Members shall be elected (and may be removed) by the Voting Members then serving, and shall have all the rights and privileges of Members of the Corporation. Each Member shall be entitled to one (1) vote.

B. The By-laws may provide for nonvoting Members of one or more classes who shall be admitted in such manner and shall have such privileges as may be provided therein, other than the right to vote as Members. The names and addresses of the Voting Members are as follows:

<u>Name</u>	<u>Address</u>
Nicolaus Koni	146 Australian Avenue Palm Beach, Florida 33480
Howard M. Siegel	3429 Westminster Road Oceanside, New York 11572
Lewis Kapner	250 Australian Avenue South West Palm Beach, Florida 33402
Howard J. Wiener	249 Royal Palm Way Palm Beach, Florida 33480

ARTICLE IX

Incorporator(s)

The name(s) and residence address(es) of the incorporator(s) to these Articles of Incorporation are as follows:

NICOLAUS KONI	HOWARD M. SIEGEL
146 Australian Avenue	3429 Westminster Road
Palm Beach, Florida 33480	Oceanside, New York 11572

HOWARD J. WIENER
249 Royal Palm Way, Suite 504
Palm Beach, FL 33480

ARTICLE X

Amendment of By-laws

Subject to the limitations contained in the by-laws and any limitations set forth in the *Florida Not for Profit Corporation Act* concerning corporate action that must be authorized or approved by Voting Members of the Corporation, the by-laws of the Corporation may be made,

altered, rescinded or added to, or new by-laws may be adopted, either by a resolution of the Voting Members or by following the procedure set forth therefor in the by-laws.

ARTICLE XI

Dedication of Assets

The property of the Corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Trustee, Officer or Member thereof, or to the benefit of any private individual.

ARTICLE XII

Initial Registered Agent and Street Address

The street address of the Corporation shall be 249 Royal Palm Way, Suite 504, Palm Beach, Florida 33480, and the name of the initial registered agent at said address shall be Howard J. Wiener.

ARTICLE XIII

Amendment of Articles

These Articles of Incorporation may be repealed, modified or amended, in whole or in part, additions made thereto, or new Articles adopted only by:

A. The affirmative vote at a meeting of Members of at least seventy-five percent (75%) of the Voting Members, provided that written notice of the subject of such proposed action has been mailed to all Voting Members at their addresses appearing on the records of the Corporation at least ten (10) days in advance of said meeting, or

B. The written approval of all the Voting Members.

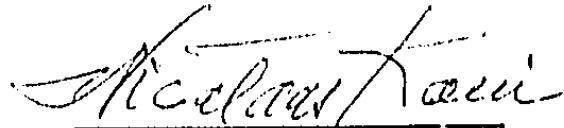
ARTICLE XIV

Beginning of Corporate Existence

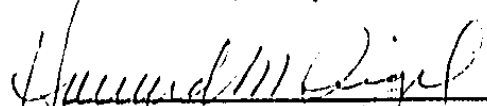
The date when corporate existence shall begin shall be May 1, 1996.

We, the undersigned, being the subscriber(s) and incorporator(s) of the Corporation, for

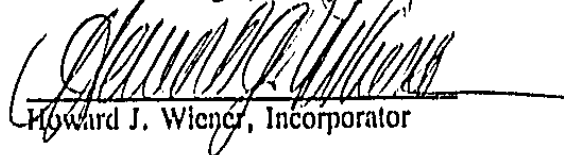
the purpose of forming this not for profit Corporation under the laws of the State of Florida,
have executed these Articles of Incorporation this 12th day of April, 1996.



Nicolaus Koni, Incorporator



Howard M. Siegel, Incorporator



Howard J. Wiener, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of April, 1996 by
NICOLAUS KONI, who is personally known to me or who has produced a Florida driver's
license as identification, and who did not take an oath.



JOANN C CAMPBELL
My Commission CC492720
Expires Aug. 30, 1999


Jo Ann C. Campbell
NOTARY PUBLIC

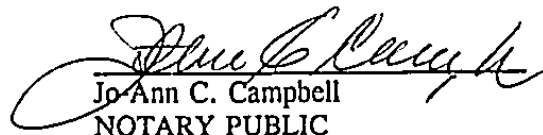
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of April, 1996 by
HOWARD M. SIEGEL, who is personally known to me or who has produced a Florida driver's
license as identification, and who did not take an oath.



JOANN C CAMPBELL
My Commission CC492720
Expires Aug. 30, 1999


Jo Ann C. Campbell
NOTARY PUBLIC

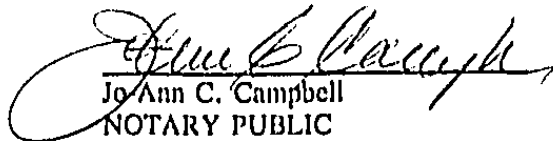
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of April, 1996 by HOWARD J. WIENER, who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.



JOANN C CAMPBELL
My Commission CC492720
Expires Aug. 30, 1999


JoAnn C. Campbell
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 or Section 617.0501, *Florida Statutes*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the Corporation is THE KONI FOUNDATION, INC.
2. The name and address of the registered agent and office is:

HOWARD J. WIENER
249 Royal Palm Way, Suite 504
Palm Beach, Florida 33480

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:


HOWARD J. WIENER

Date:

April 12, 1996

Corp\KONI-ART.INC