

N96000004787

Arlene 9-12-96

Craig Donoff
Requestor's Name
18305 Biscayne Blvd. #1300
Address
N. Miami Beach, FL 33160
City State ZIP Phone
935-0196

SECTION ONLY

000001947600
-09/16/96--01026--009
****122.50 ****122.50

CORPORATION(S) NAME

Syd and Dora Hoff Osteoporosis
Foundation, Inc.

FILED
96 SEP 16 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 16 AM 9:51
DIVISION OF CORPORATIONS

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Order
<input type="checkbox"/> Pick Up		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028



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Certified Tax Attorney
LIVING TRUST AND ESTATE PLANNING

MYRTLE S. ROTHMAN, J.D.
LIVING TRUST AND ESTATE PLANNING

OP COUNSEL
DAVID H. BORTVIN
PERSONAL INJURY
LEON BROMBERG
ESTATE PLANNING, WILLS AND TRUSTS

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AVENTURA, FLORIDA 33100

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BOCA RATON, FLORIDA 33434

TELEPHONE (407) 461-0220
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September 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Syd and Dora Hoff Osteoporosis Foundation, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find the original and one copy of the above referenced Articles and our check for filing fees in the amount of \$122.50.

Also enclosed is a Resident Agents Acceptance Form as required by F.S. 48.091.

Thank you for your prompt attention in this matter.

Very truly yours,

CRAIG DONOFF
CD/atd

Encl.

ARTICLES OF INCORPORATION
OF
SYD AND DORA HOFF OSTEOPOROSIS FOUNDATION, INC.
A NONPROFIT CORPORATION

FILED
26 SEP 16 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

SYD AND DORA HOFF OSTEOPOROSIS FOUNDATION, INC.

The principal place of business of this corporation shall be 1035 N.E. 125th Street, Suite 320 North Miami, Florida 33161.

ARTICLE II.

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

Prepared by:
CRAIG DONOFF, ESQ.
Florida Bar No. 179959
18305 Biscayne Blvd., #300
Aventura, FL 33160
Telephone: (305) 935-0496

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any 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.

(c) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(d) Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax 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.

2. 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.

3. 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.

4. 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.

5. 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.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III.

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE IV.

The name and street address of the incorporator to these Articles of Incorporation is

Craig Donoff, Esq.

18305 Biscayne Blvd., Suite 300

Aventura, FL 33160

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The business of this corporation shall be managed by the Board of Directors. This corporation shall never have fewer than three Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the Bylaws.

The names and addresses of the person who are to serve as directors for the ensuing year are:

SYD HOFF, President
CRAIG DONOFF, Vice President
JOEL G. GALPERN, Secretary/Treasurer

ARTICLE VII.

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE VIII.

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

The street address of the initial registered office of this corporation shall be 18305 Biscayne Blvd., Suite 300, Aventura, Florida 33160, and the name of the initial registered agent of the

corporation at that address is CRAIG DONOFF.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of September, 1996.

By C. O. O.

CRAIG DONOFF

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

C. O. O.
CRAIG DONOFF

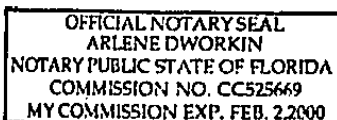
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of September, 1996, by CRAIG DONOFF, who is personally known to me and who did take an oath.

Arlene Dworkin
NOTARY PUBLIC

My commission expires:



Number On

Amendment
1/23/97
DC

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST: The name of the corporation is:

SYD AND DORA HOFF OSTROPOROSIS FOUNDATION, INC.

SECOND: The following amendment(s) to the Articles of Incorporation were adopted by the corporation:

ARTICLE II.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

THIRD: The amendment(s) were adopted by the Board of Directors on the 10 day of January, 1997.

FOURTH: The above amendment(s) were adopted by a majority of the members of the corporation on the 10 day of January, 1997. The number of votes cast for the amendment was sufficient for approval.

Dated: Jan. 10, 1997.

By:

SYD HOFF, Pres.

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SYD HOFF, President, who is personally known to me or has produced a driver's license as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of January, 1997.

Marilyn L Simpson (sign)
(print)

NOTARY PUBLIC, State of
FL at Large

My Commission Expires:



Will

STATE OF FLORIDA)
COUNTY OF DADE)

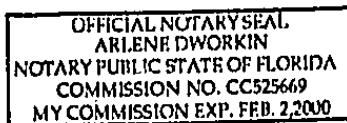
I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CRAIG DONOFF, Vice President, who is personally known to me or has produced a driver's license as identification and who did not taken an oath.

WITNESS my hand and official seal in the County and State last
aforesaid, this 4th day of January, 1997.

Colleen Durkin (sign)
(print)

NOTARY PUBLIC, State of
FL at Large

My Commission Expires:

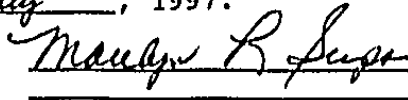



JOEL G. GALPERN, Sec/Treas.

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOEL G. GALPERN, Secretary/Treasurer, who is personally known to me or has produced a driver's license as identification and who did not taken an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of January, 1997.

 (sign)
(print)

NOTARY PUBLIC, State of
FL at Large

My Commission Expires:

