

N9600000 5456

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

RECEIVED
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA
 OCT 24 1996

OFFICE USE ONLY

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

1. The Linda and Leonard Schumacher Foundation, 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 checked="" type="checkbox"/>	Profit
<input 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

RECEIVED
 SECTION 18186601-8 AM 11:02
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

no # of shares in art. VI

W96-21259

OCT 24 1996

Examiner's Initials

FISCHER & SCHULMAN

A Partnership of Professional Associations

Emerald Hills Executive Plaza Two
4651 Sheridan Street • Suite 325
Hollywood, Florida 33021-3440

Rebecca H. Fischer, P.A. *
Benjamin R. Schulman, P.A.
Eileen R. Yashin

(954) 963-2773

(800) 351-2773

Facsimile (954) 963-2002

October 3, 1996

Ruben N. Golleb, of counsel

* Also Admitted to Practice in California

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

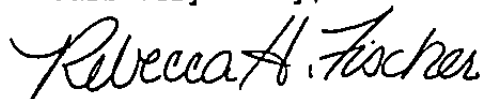
Re: The Linda and Leonard Schnurmacher Foundation

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named 501(c)(3) corporation along with a check in the amount of \$122.50.

From: Fischer & Schulman
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(954) 963-2773

Yours very truly,



Rebecca H. Fischer

enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

FILINGS, INC.
2805 LITTLE DEAL RD.
TALLAHASSEE, FL 32308

SUBJECT: THE LINDA AND LEONARD SCHNURMACHER FOUNDATION,
INC.
Ref. Number: W96000021259

We have received your document for THE LINDA AND LEONARD SCHNURMACHER 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00045845

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DIVISION OF CORPORATIONS
95 OCT 21 AM 11:05

ARTICLES OF INCORPORATION
OF
THE LINDA AND LEONARD SCHNURMACHER FOUNDATION, INC. 11:40

The undersigned, acting as incorporator of a corporation not-for-profit under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of the Corporation shall be THE LINDA AND LEONARD SCHNURMACHER FOUNDATION, INC. The principal place of business and the mailing address of this corporation shall be: 4370 Casper Court, Hollywood, Florida 33021.

ARTICLE II
PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by operating as a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

ARTICLE III
POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV
LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter 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 hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will 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 later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V
DISTRIBUTION OF SURPLUS ON LIQUIDATION

In the event of liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations as the Board of Directors shall consider most nearly meets the objects and purposes of the Corporation. In the event that the Corporation receives a determination by the Internal Revenue Service that it qualifies as an organization defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, then upon liquidation, dissolution or other discontinuance of the business and operation of the Corporation, the remaining assets of the Corporation shall be distributed, in the discretion of the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI
QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, to be hereafter adopted.

ARTICLE VII
TERM

The term of the Corporation shall be perpetual.

ARTICLE VIII
INCORPORATOR

The name of the Incorporator of this Corporation is REBECCA H. FISCHER, and the address of said Incorporator is 4651 Sheridan Street, Suite 325, Hollywood, Florida, 33021.

ARTICLE IX
OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Vice-President, Treasurer, Secretary and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be elected each year by majority vote of the full membership of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE X
BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article. The Directors shall be elected or appointed as detailed by the Bylaws.

B. The names and addresses of the initial members of the Board of Directors, who shall hold office until a successor is duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leonard M. Schnurmacher	4370 Casper Court Hollywood, FL 33021
Linda G. Schnurmacher	4370 Casper Court Hollywood, FL 33021
Jill Blecher	240 E. 27th Street #5F New York, NY 10016

C. The Board of Directors shall, at all times, be composed of at least three (3) Directors. The number shall be fixed by the Bylaws and may be changed from time to time, within the limits described herein. The Directors of the Corporation may, in their discretion, by majority vote of the Directors, present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3).

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of this Corporation.

ARTICLE XI
BYLAWS

Bylaws shall be adopted, altered, amended or repealed by a majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4651 Sheridan Street, Suite 325, Hollywood, FL, 33021, and the name of the initial registered agent of the Corporation at that address is Rebecca H. Fischer, P.A.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 22nd day of October 1996.


REBECCA H. FISCHER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared REBECCA H. FISCHER, to me well known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she signed the same for the purposes therein stated.

WITNESS my hand and official seal at Fort Lauderdale, BROWARD County, Florida, this 22nd day of October, 1996.

(S E A L)

Eileen R. Yasbin

Eileen R. Yasbin
Notary Public, State of Florida
Commission No.: CC516774



EILEEN R YASBIN
My Commission CC516774
Expires Dec. 06, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Rebecca H. Fischer, ^{P.A.,} hereby accept the appointment as the initial registered agent of THE LINDA AND LEONARD SCHNURMACHER FOUNDATION, INC. as made in the forgoing Articles of Incorporation.

By: Rebecca H. Fischer
Rebecca H. Fischer

Dated: October 22, 1996

FILED
95 OCT 24 AM 11:40
TALLAHASSEE, FLORIDA