

N960000060/4

11/25/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:14 PM

((H96000016664 0))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 07541000217R  
CONTACT: KAREN S LABORDE  
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: THE SEIDLER FOUNDATION, INC.  
AUDIT NUMBER.....H96000016664  
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION  
CERT. OF STATUS...0 PAGES..... 6  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-2 FOR HELP | VT102 | FDX | 1200 E71 | LOG CLOSED | PRINT OFF | MODEM

RECEIVED  
96 NOV 25 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 NOV 25 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date: David [unclear] 11/25/96*

FAX AUDIT NO.: H96000016664

96 137 25 01 4: 43  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE SEIDLER FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

We, the undersigned, with other persons, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I. NAME**

The name of this corporation is **THE SEIDLER FOUNDATION, INC.**

**ARTICLE II. PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To assist organizations which are dedicated to the conservation and the preservation of the environment.
2. To assist organizations which support and conduct medical research and to assist not-for-profit and charitable hospitals.
3. To assist organizations which are dedicated to promoting the Jewish faith and culture.
4. To assist educational organizations.

Prepared by: Theresa M. Kolish  
Florida Bar No.: 0012173  
1715 Monroe Street  
Fort Myers, FL 33901  
(941) 334-4121

FAX AUDIT NO.: H96000016664

FAX AUDIT NO.: H96000016664

5. To assist organizations dedicated to literary, theatrical, musical, artistic and other creative work.

6. To assist not-for-profit and charitable community organizations.

7. To do any and all things necessary and appropriate in connection with the foregoing purposes and incidental thereto.

8. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Code, including private foundations and private operating foundations.

#### ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as incorporators and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

#### ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

#### ARTICLE V. INCORPORATORS

The names and addresses of the incorporators to these Articles are:

FAX AUDIT NO.: H96000016664

FAX AUDIT NO.: H96000016664

<u>NAME</u>	<u>ADDRESS</u>
LEE J. SEIDLER	5001 Joewood Drive Sanibel, FL 33957
LYNN L. SEIDLER	5001 Joewood Drive Sanibel, FL 33957

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by the Bylaws but shall never be less than three (3).

Section 2. The Board of Directors need not be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
LEE J. SEIDLER	5001 Joewood Drive Sanibel, FL 33957
LYNN L. SEIDLER	5001 Joewood Drive Sanibel, FL 33957
LAURIE K. SEIDLER	5001 Joewood Drive Sanibel, FL 33957

FAX AUDIT NO.: H96000016664

FAX AUDIT NO.: H96000016664

ARTICLE VII. LOCATION

The location of the principal office of this corporation shall initially be at 5001 Joewood Drive, Sanibel, Florida 33957. The Board of Directors may designate such other and additional addresses for the location of the corporation as it may from time to time see fit.

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be:

<u>NAME</u>	<u>ADDRESS</u>
LEE J. SEIDLER	5001 Joewood Drive Sanibel, FL 33957

ARTICLE IX. MISCELLANEOUS

Section 1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

Section 3. No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Code Section 501(c)(3), or to the Federal Government, or to a State or local government, for a public

FAX AUDIT NO.: H96000016664

FAX AUDIT NO.: H96000016664

purpose, and none of the assets will be distributed to any member, officer, director or trustee of this corporation.

Section 4.

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, 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, 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, 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, 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, or corresponding provisions of any later federal tax laws.

FAX AUDIT NO.: H96000016664

FAX AUDIT NO.: H96000016664

Section 5. Nothing in these Articles of Incorporation shall be construed as to be contrary to subsections (2) and (3) of Florida Statutes Section 617.0835, as amended.

Section 6. These Articles of Incorporation may be amended at any meeting of the Board of Directors by majority vote of the directors then in office.

IN WITNESS WHEREOF, we the undersigned incorporators, have hereunto set our hands and seals, this day of 12 day of March, 1996, for the purpose of forming this corporation not for profit under laws of the State of Florida.

  
\_\_\_\_\_  
LEE J. SEIDLER, Incorporator

  
\_\_\_\_\_  
LYNN L. SEIDLER, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
LEE J. SEIDLER, Registered Agent

FAX AUDIT NO.: H96000016664

- 6 -

FILED  
NOV 25 1996  
11:41 AM