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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: THE LIPSON FAMILY CHARITABLE FOUNDATION, INC

AUDIT NUMBER.....H96000017984

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

The Lipson Family Charitable Foundation, Inc.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is:

The Lipson Family Charitable Foundation, Inc.

ARTICLE II

The address of the principal address of the corporation is:

4000 Island Boulevard, Williams Island, Florida 33160

ARTICLE III

The purpose of the corporation is as follows:

The corporation is to be conducted and operated not-for-profit but exclusively for religious, charitable, scientific, literary, and educational purposes, so that no part of its property, or net earnings shall inure to the private benefit of any member or individual having personal and private interest in the activities of the corporation, except that reasonable compensation may be paid for services performed in furtherance of the purposes of this corporation.

To aid and contribute to religious, charitable, scientific, literary and education uses and purposes; to aid and contribute to any organization operating exclusively for the furtherance of any religious, charitable, scientific, literary or educational institution or agency; to aid, contribute to and support actively functioning religious, charitable, scientific, literary educational organizations; to establish and grant scholarships.

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To have, in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida not-for-Profit Corporation Act, subject to any limitations thereof contained in these Articles of Incorporation or under the laws of the State of Florida.

The general purposes for which this corporation is formed are to operate exclusively for such scientific, educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE IV

The provision for qualification of members and the manner of their admission will be provided for in the by-laws.

ARTICLE V

The initial board of directors shall consist of four (4) members. The names and addresses of the directors are as follows:

Morris Lipson
3899 Live Oak Boulevard
Delray Beach, Florida 33445

Dorothy Lipson
3899 Live Oak Boulevard
Delray Beach, Florida 33445

Roberta Lipson-Plafker
3899 Live Oak Boulevard
Delray Beach, Florida 33445

Pauline Tamari
4 Camelot Road
Woodstock, New York 12498

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ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

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In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

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ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

The undersigned incorporator has executed these Articles of
Incorporation this 20th day of December, 1996.


Jean M. Sherett

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 807.0301 or 817.0301, 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 Lipson Family Charitable Foundation, Inc.

2. The name and address of the registered agent and office is:

Morris Lipson
3899 Live Oak Boulevard
Delray Beach, Florida 33445

I, the undersigned 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.

Dated: *12/19/96**Morris Lipson*
MORRIS LIPSONRECEIVED
TALLAHASSEE, FLORIDA

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OF STERN & ENNIS, LL
ATTORNEYS AT LAW
235 MAMARONECK AVENUE
WHITE PLAINS, N.Y. 10605

(914) 428-9330
FAX: (914) 428-9419

WILLIAM J. ENNIS
JULIUS Y. OESTREICHER

OF COUNSEL
CAROL MEYER STERN

January 31, 1997

Pamela Hall
Document Specialist
New Filings Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: The Lipson Family Charitable Foundation, Inc.
Document # N96000006554

Dear Ms. Hall:

Thank you for your call this morning.

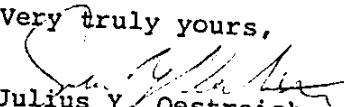
The Corporation's address as stated in the Articles of
Incorporation is 4000 Island Boulevard, Williams Island,
FL . That address is wrong.

The correct address is c/o Morris Lipson, 3899 Live Oak
Blvd., Delray Beach, FL 33445. The address of the Corporation
and the designated agent are the same.

I understand that you can correct this without us filing any
amendments.

Thank you for your concern about this.

Very truly yours,


Julius Y. Oestreicher

JYO:KS

cc: Jean Sherett
Blumberg Excelsior XL Division
cc: Mr. Morris Lipson

OK
2/4/97