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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BOTWAY FAMILY FOUNDATION, INC.

AUDIT NUMBER.....H98000000190

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
BOTWAY FAMILY FOUNDATION, INC.

A NONPROFIT CORPORATION

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:

THE BOTWAY FAMILY FOUNDATION, INC.

The principal place of business of this corporation shall be 204 Lasalle, San Clemente, CA 92672.

ARTICLE II.

(a) The 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. The organization 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.

18305 Biscayne Blvd., #300

Aventura, Florida 33160

Telephone: (305) 935-0496

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(b) 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 170(c)(2) of any future federal tax code.

(c) 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

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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.

(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.

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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., #300
Aventura, Florida 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:

LLOYD BOTWAY, President-204 Lasalle, San Clemente, CA 92672
CRAIG DONOFF, Secretary-18305 Biscayne Blvd., #300, Aventura,
FL 33160
RYAN S. RATNER, Treasurer- same address as above.

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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., #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 5th day of January, 1998.

By Craig Donoff

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.

Craig Donoff
CRAIG DONOFF

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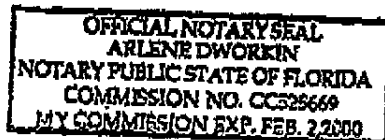
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I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged and executed before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CRAIG DONOFF, who is personally 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 6th day of January, 1998.

NOTARY PUBLIC, State of
FL at Large

My Commission Expires:



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