

N 98000006865

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200002704422--9
-12/07/98--01071--017
*****70.00 *****70.00

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

1. Sy and Syant Gladys Ziv Foundation, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/7 ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy Stamped ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

FILED
98 DEC -7 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC -7 AM 11:00
TALLAHASSEE, FLORIDA

7.8MTH DEC 07 1998

FILED

98 DEC -7 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SY AND GLADYS ZIV FOUNDATION, INC.
(Pursuant to Chapter 617 of the Florida Statutes)

The undersigned, a natural person of the age of eighteen or over, desiring to form a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, does hereby certify:

1. Name. The name of the corporation is SY AND GLADYS ZIV FOUNDATION, INC. (the "Corporation").

2. Principal Office and Mailing Address. The principal office and mailing address of the Corporation is:

c/o Seymore Ziv
150 Bradley Place
Alba Suite
Palm Beach, Fl 33480

3. Purposes. The purposes for which the Corporation is organized and operated (the "Corporate Purpose") are exclusively to conduct religious, charitable, scientific, literary, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations promulgated thereunder. The Corporate Purpose shall include, but not be limited to, the following objects and purposes:

a. To promote, assist and encourage religious, charitable, scientific, literary, and/or educational causes through the Corporation's programs and activities and through expenditures and grants for such causes; and

b. To conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes, whether alone or together with other organizations and individuals having similar purposes, subject, however, to the provisions of the Florida Statutes and the restrictions and limitations hereinafter set forth.

4. Powers. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Statutes and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, the power to solicit grants, bequests, and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

5. Not-for-Profit Existence. Notwithstanding any other provision herein, the Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes as specified in Section 501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code or corresponding provisions in subsequent tax laws. It is the intention of the Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(a) of the Code by reason of being an organization described in section 501(c)(3) of the code. Accordingly:

a. The Corporation is not formed for and shall not be conducted or operated for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to or inure to the benefit of any officer, trustee, or director of the Corporation, or any private person, corporate or individual, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes. Furthermore, no trustee or officer of the Corporation or any private person, corporate or individual, or any other private interest, shall be entitled to share in the distribution of any of the corporate property or assets on dissolution of the Corporation or under any other circumstances; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation.

b. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by Section 501(h) of the Code and the General Laws, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

c. In the event of liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary or involuntary and whether by operation of law or not, and after the payment of just debts, liabilities, and any subventions, 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 Code and pursuing religious, charitable, scientific, literary, or educational purposes under that section of the Code, or to the Federal government, or state or local government for a public purpose and in accordance with Chapter 617 of the Florida Statutes.

d. The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, as it may be amended.

e. In any taxable year in which the Corporation is a "private foundation", as described in Section 509(a) of the Code, the Corporation shall act or refrain from acting so as not

to violate Sections 4941, 4942, 4943, 4944 or 4945 of the Code, including, without limitation, the following:

(i) 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

(ii) 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.

6. Directors. The qualifications and number of directors of the Corporation, their election and term of office, and the requirements as to quorum and action by the Board of Directors shall be as set forth in the By-Laws of the Corporation.

7. Registered Office & Agent. The address of the Corporation's registered office in the State of Florida is: c/o Seymore Ziv, 150 Bradley Place, Alba Suite, Palm Beach, Florida 33480; and the name of the Corporation's registered agent in the State of Florida at such address is Seymore Ziv.

8. Incorporator. The name and mailing address of the incorporator of the Corporation is:

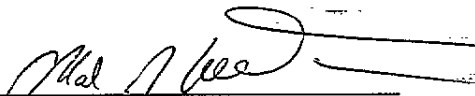
Mark J. Weinstein, Esq.
c/o Squadron, Ellenoff, Plesent & Sheinfeld, LLP
551 Fifth Avenue
New York, New York 10176

9. Limitation of Liability. No director or officer of the Corporation shall have personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, provided that nothing in this Paragraph 9 shall eliminate or limit the liability of any director or officer if a judgment or other final adjudication adverse to such director or officer establishes that such director's or officer's acts or omissions were in bad faith or were the result of active and deliberate dishonesty or that such director or officer personally gained in fact

a financial profit or other advantage to which such director or officer was not legally entitled or that such director's or officer's acts violated Section 617.0834 of the Florida Statutes.

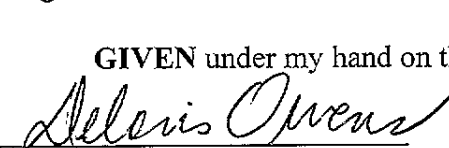
10. Indemnification. The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the name of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against judgments, fines, penalties, excise taxes, amounts paid in settlement (with the written consent of the Corporation, which shall not be unreasonably withheld), and costs, charges, and expenses (including attorneys' fees and disbursements). Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any director or officer if a judgment or other final adjudication adverse to such director or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates such person as entitled to the benefits of this Paragraph 10.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 24th day of November, 1998.


Mark J. Weinstein, Esq., Incorporator

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on November 24th, 1998, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came Mark J. Weinstein, Esq., the incorporator who duly executed the foregoing Articles of Incorporation before me and acknowledged the same to be his act and deed, and that the facts therein stated are true.

GIVEN under my hand on this 24th day of November, 1998.

Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE CORPORATION NAMED BELOW, 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: SY AND GLADYS ZIV FOUNDATION, INC.
2. The address of the Corporation's registered office in the State of Florida is: c/o Seymore Ziv, 150 Bradley Place, Alba Suite, Palm Beach, Florida 33480; and the name of the Corporation's registered agent in the State of Florida at such address is Seymore Ziv.

Having been named as registered agent and to accept service of process for the above sated corporation at the place designated in this certificate, I 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.

Seymore L Ziv
Seymore Ziv

Date: 12/1/98

FILED
98 DEC -7 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA