

1990000000002138

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400002829774--1
 -04/06/99--01001--006
 *****78.75 *****78.75

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

1. Robert G. Siebert Foundation, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 99 APR -6 PM 3:41

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

RECEIVED
 99 APR -5 PM 2:58
 99 APR 5 1999
 Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

FILINGS, INC.
TERESA ROMAN
2805 LITTLE DEAL ROAD
TALLAHASSEE, FL 32308

SUBJECT: ROBERT G. SIEBERT FOUNDATION, INC.
Ref. Number: W99000008109

We have received your document for ROBERT G. SIEBERT FOUNDATION, INC. and your check(s) totaling \$78.75. 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.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 499A00017133

RECEIVED
99 APR -6 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**ROBERT G. SIEBERT FOUNDATION, INC.
a Florida Not For Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is: **ROBERT G. SIEBERT FOUNDATION, INC.**
1200 N. Federal Highway, Suite 200
Boca Raton, Florida 33432

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSES

This corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of medical research relating to a cure for cancer and for other similar charitable purposes, by the distribution of its funds for those purposes.

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

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by

publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - MEMBERSHIP

(a) Directors as Members. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is: 1200 N. Federal Highway, Suite 200, Boca Raton, Florida 33432; and the name of the initial registered agent of this corporation at such address is: BENJAMIN P. SHENKMAN, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four (4).

The directors named here as the first board of directors shall hold office until the first meeting of members, to held on May 3, 1999, at 1:00 p.m., at 1200 N. Federal Highway, Suite 200, Boca Raton, Florida 33432, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year, until the second annual meeting of members following election of directors and until the qualification of the successors in office. Annual meeting shall be held at 1:00 p.m., on the first Monday in May of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any actions required or permitted to be taken by the board of directors under any

provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the initial directors of this corporation shall be:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Robert G. Siebert	9712 Ohio Place, Boca Raton, Florida 33434
Helen Siebert	9712 Ohio Place, Boca Raton, Florida 33434
Elias M. Janetis	3621 Oaks Clubhouse Drive Pompano Beach, Florida 33069
Richard A. Ferazi	8613 Tourmaline Boulevard Boynton Beach, FL 33437

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Robert G. Siebert, 9712 Ohio Place, Boca Raton, Florida 33434

ARTICLE VIII - OFFICERS

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers that the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not

For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X - CHARITABLE USE OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefits of any private individual.

ARTICLE XI - DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII - AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of member of this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation this 23rd day of March, 1999.



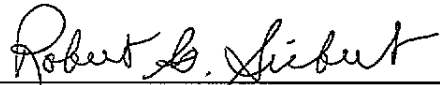
ROBERT G. SIEBERT, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted:


First, that ROBERT G. SIEBERT FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named, BENJAMIN P. SHENKMAN, ESQ. as its agent to accept service of process within Florida.

Dated: March 28, 1999



ROBERT G. SIEBERT, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



BENJAMIN P. SHENKMAN, ESQ.
Registered Agent

Dated: March 28, 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA