

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Jewish Museum of Florida Properties, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION OF
JEWISH MUSEUM OF FLORIDA PROPERTIES, INC.
a Florida corporation not for profit**

The Undersigned acting as incorporator of JEWISH MUSEUM OF FLORIDA PROPERTIES, INC. under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is JEWISH MUSEUM OF FLORIDA PROPERTIES, INC. (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

**ARTICLE II
TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III
INCORPORATOR**

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

Gary P. Simon, 9100 So. Dadeland Blvd., Suite 504, Miami, Florida 33156

**ARTICLE IV
PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes, within the meaning of Sections 501(c)(3) and 501(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the charitable, educational and religious purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of incorporation, are the following:

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(1) To conduct or support activities exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Qualified Organizations specified herein. Mosaic Inc., or its successor ("Mosaic") is specified as the Qualified Organization. An organization is a Qualified Organization for purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code. If Mosaic or its successor ceases to be a Qualified Organization, the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, such Qualified Organization or organizations which are organized and operated for purposes similar to those of Mosaic, as the Board of Directors of the Corporation shall determine. If there is no Qualified Organization which is organized and operated for purposes similar to those of Mosaic, then the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, a qualified Jewish organization described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(2) To receive from any other person, firm or corporation by gift, bequest or otherwise, real property and other assets, to liquidate such real property and other assets and distribute the proceeds from the liquidation of such real property and other assets to Mosaic or such other Qualified Organization in order to carry out the charitable, educational and religious purposes of the Qualified Organizations in such amounts and proportions as determined by the Board of Directors of the Corporation, so long as the Qualified Organizations and all distributee organizations are organized, and at all times operated, as organizations described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code.

(3) To receive from any other person, firm or corporation by gift, bequest or otherwise property which is dedicated to the support or benefit of the Qualified Organizations or for activities or programs which support or benefit the Qualified Organizations; to own, manage, hold, invest and reinvest all such property; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of the Qualified Organizations; and to observe and faithfully carry out in the expenditure or other use of the principal and income for such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property.

(c) It is intended that the Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

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ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

**ARTICLE VI
DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the Museum or if the Museum, or its successor, is not then in existence or is not a Qualified Organization, as defined in Article IV(b)(1) hereof, the Corporation shall distribute its assets in accordance with the direction of the last Board of Directors of the Corporation to a qualified Jewish organization described in Section 501(c)(3) and Section 509(a)(1) or (a)(2) of the Code; or if such Board of Directors fails to act or is unable to act, the Corporation's assets shall be distributed to such Qualified Organization or organizations which are organized and operated exclusively for charitable, educational or religious purposes similar to the Museum and shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and is described in Section 509(a) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for Reform Jewish charitable, educational or religious purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be five

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(5). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	
Norman Giller	301 Washington Avenue, Miami Beach, Florida 33139-6965
Norman Levine	301 Washington Avenue, Miami Beach, Florida 33139-6965
Marcia Zerivitz	301 Washington Avenue, Miami Beach, Florida 33139-6965

ARTICLE VII **INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX **MEMBERSHIP**

There are no members of the Corporation.. The method of electing each directors shall be set forth in the Bylaws of the Corporation.

ARTICLE X **BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem

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necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

**ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

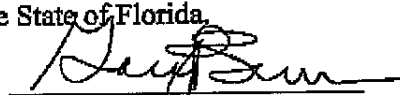
**ARTICLE XII
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Corporation is Gary P. Simon, whose address is 9100 So. Dadeland Blvd., Suite 504 Miami, Florida 33156.

**ARTICLE XIII
PRINCIPAL OFFICE ADDRESS**


The initial principal office of the corporation shall be located at 301 Washington Avenue, Miami Beach, Florida 33139-6965.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 22 day of April, 1999 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Gary P. Simon, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for JEWISH MUSEUM OF FLORIDA PROPERTIES, INC. in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Gary P. Simon

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