

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

The Nizza and Harry Burstyn Foundation, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE NIZZA AND HARRY BURSTYN FOUNDATION, INC.**  
**(A Not For Profit Corporation)**

The undersigned, acting as Incorporator of THE NIZZA AND HARRY BURSTYN FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be THE NIZZA AND HARRY BURSTYN FOUNDATION, INC. The address and principal office of the Corporation shall be located at 5255 Collins Avenue, Apt. 3-D, Miami Beach, Florida 33140.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

Prepared by: Dan P. Heller, Esq., FL Bar #472220  
Ruden, McClosky, et al.  
701 Brickell Avenue, Suite 1900  
Miami, Florida 33131  
(305) 789-2700

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ARTICLE IIIPOWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IVLIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

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D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then: \_\_

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will 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 later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE V

#### DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities

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of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VI

##### MEMBERSHIP

The corporation shall not have any members.

#### ARTICLE VII

##### INCORPORATOR

The name of the Incorporator of this Corporation is DAN P. HELLER, and the address of said Incorporator is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.

#### ARTICLE VIII

##### OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

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ARTICLE IXBOARD OF DIRECTORS

The Board of Directors shall be elected by in a manner as provided for in the Bylaws of the Corporation.

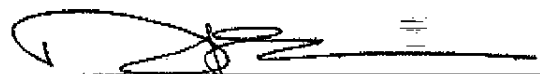
ARTICLE XBYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIREGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is DAN P. HELLER.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signatures this 11 day of May, 1999.

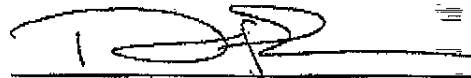
  
\_\_\_\_\_  
DAN P. HELLER  
INCORPORATOR

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



DAN P. HELLER

Dated: 5-11-99

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