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FLORIDA NON-PROFIT CORPORATION

joseph & freida ross foundation, inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**JOSEPH & FRIEDA ROSS FOUNDATION, INC.**  
**(A Corporation Not for Profit)**

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Corporation is Joseph & Frieda Ross Foundation, Inc.

**ARTICLE II**  
**ADDRESS**

The street address of the initial principal office of the Corporation, which is also the mailing address, is c/o Peter Hornik, 1 S.E. 3rd Avenue, 10th Floor, Miami, Florida 33131.

**ARTICLE III**  
**PURPOSES**

A. This Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall

This Instrument Prepared By:  
 William L. Sax, Esq.  
 8180 N.W. 36 Street, Suite 100  
 Miami, Fl 33166  
 Telephone (305) 591-1040  
 Florida Bar #120845

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be in furtherance of such exempt purposes. The Corporation shall actively promote its goals and in connection therewith may contribute to or otherwise assist other organizations that qualify as exempt organizations under said Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law). Subject to the above limitations, the Corporation's activities shall be conducted, to the extent reasonable and possible, so that: (i) some portion of its activities are for general charitable purposes within Miami-Dade and Broward Counties in the State of Florida; (ii) some portion of its activities are for general charitable purposes within the continental limits of the United States; and (iii) the remaining portion of its activities are for charitable purposes that benefit beneficiaries within the State of Israel and Israeli oriented charities and other activities, including educational activities, that benefit the cause of, and inform people about, Israel, the Jewish people and their history and heritage.

B. As a means of, and incidental to, accomplishing the purposes for which this Corporation is organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

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(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the exempt purposes set forth above or necessary or incidental to the powers so conferred or conducive to the attainment of the exempt purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

D. No part of the net earnings or principal of this Corporation shall inure to the benefit of, or be distributed to, any Member, director or officer of the Corporation, or any other private individual. However, the Corporation shall be authorized and empowered to: (i) pay reasonable compensation for services rendered; and (ii) reimburse expenditures, and make other payments and distributions, reasonably incurred in furtherance of the purposes of the Corporation.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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**ARTICLE IV**  
**MEMBERS**

Members of this Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of eighteen (18) or more years of age, and of good character and reputation. Other qualifications of the Members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of Members, including Voting Members, Nonvoting Members, and Honorary Members, as well as such other classes of Members as may be determined under the By-laws. The initial Voting Members are Peter Hornik, Steven Hornik, Todd Hornik and William Sax.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation is to exist perpetually commencing upon filing of these Articles with the Secretary of State.

**ARTICLE VI**  
**DIRECTORS**

The Directors of the Corporation shall be elected by the Members in the manner provided in the By-laws. The Corporation shall have four (4) Directors, initially. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three (3). The names and post office addresses of the first Board of Directors who shall serve until their successors are elected are:

Peter Hornik                      1 S.E. 3rd Avenue, 10th Floor  
Miami, FL 33131.

Steven Hornik                    6910 Sequoia Court  
Mason, OH 45040

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Todd Hornik            26452 Riverside Way, Unit A  
                                 Carmel, CA 93923

William Sax            276 Wildcat Rocks Road  
                                 Seven Devils, NC 28604

**ARTICLE VII**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Scott R. Willinger, 8180 N.W. 36 Street, Suite 100, Miami, Florida 33166.

**ARTICLE VIII**  
**NAME AND OFFICE OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 8180 N.W. 36 Street, Suite 100, Miami, Florida 33166. The name of the initial Registered Agent of this Corporation at that office is Scott R. Willinger.

**ARTICLE IX**  
**AMENDMENT TO ARTICLES OF**  
**INCORPORATION AND BYLAWS**

The Articles of Incorporation may be amended or restated by a majority vote of the Voting Members at any regular meeting of the Members, or at a meeting called specifically for that purpose, after due notice has been given, in writing, with the specific purpose of the meeting stated therein. The By-laws of this Corporation may be made, altered, amended or rescinded by a majority vote of the entire Board of Directors at any regular meeting of the Board of Directors or at a meeting called specifically for that purpose after due notice has been given, in writing, with the specific purpose of the meeting stated therein.

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**ARTICLE X**  
**DISTRIBUTION UPON DISSOLUTION**

In the event of the partial or complete liquidation or the dissolution of the Corporation, the residual assets of the Corporation will be distributed to (a) one or more organizations which themselves are exempt as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) to any Federal, State or local government for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Miami-Dade County, Florida, this 13 day of May, 1999.

Scott Willinger  
Scott R. Willinger

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

This foregoing instrument was acknowledged before me this 13 day of May, 1999, by Scott R. Willinger, who is personally known to me or who has produced

N/A as identification.

NOTARY PUBLIC:

My Commission Expires:

Sign Caridad Sensat  
Print CARIDAD SENSAT

State of Florida at Large



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**CERTIFICATE DESIGNATING OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, AND  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First: That the Joseph & Frieda Ross Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office at 8180 N.W. 36 Street, Suite 100, Miami, Florida 33166, County of Miami-Dade, State of Florida, has named Scott R. Willinger, at the same address, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I acknowledge that I am familiar with, and accept, the obligations of that position.

By: Scott Willinger  
Scott R. Willinger

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