

N99000003007

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000011612 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
KATHERINE HARRIS

99 MAY 14 PM 1:36

FILED

FLORIDA NON-PROFIT CORPORATION

turkel resource foundation, inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

H99000011612

ARTICLES OF INCORPORATION OF
TURKEL RESOURCE FOUNDATION, INC.,
a Florida corporation not for Profit

The undersigned, acting as incorporator of TURKEL RESOURCE FOUNDATION, INC., under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is Turkel Resource Foundation, 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

INCORPORATION

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

Leonard Turkel
Turkel Resource Foundation, Inc.
2871 Oak Avenue
Coconut Grove, Florida 33133

ARTICLE IV

PURPOSE

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and community purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the

PREPARED By:

Ronald R. Fieldstone, ESQ
200 S. Biscayne Blvd., Suite 2100
Miami, FL 33131 (305-982-1554
Fl. Bar # 180299

H99000011612

SECRETARY OF STATE
ALBANY, NEW YORK

99 MAY 14 PM 1:36

FILED

H99000011612

"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 community 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:

1. Receive donations of products and supplies from private and public entities and redistribute these items to needy people in the Miami-Dade Community areas.

2. Arrange for private and public entities to establish recreational, educational and health related programs for the benefit of needy people in the Miami-Dade Community areas.

3. Design, create, manage and arrange funding for Center for Non-Profit Management at the School of Business Administration at University of Miami.

4. Assist in developing a "Kid's Vision program to provide on-site eye exams and prescription eyeglasses in the Miami-Dade County.

5. 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 activities or programs which support or benefit the Corporation, 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 purposes set forth above; 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.

6. 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

H99000011612

H99000011612

(including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

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 community 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 organizations in existence at such time and qualify as an exempt organization under Section 501(c)(3) 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 the charitable, educational or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

H99000011612

H99000011612

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 no less than three (3) nor more than seven (7). 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:

Name

Leonard Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Annsheila Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Bruce Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Amy Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Doug Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Gloria Turkel	2871 Oak Avenue Coconut Grove, Fl 33133
Gigi Turkel	2871 Oak Avenue Coconut Grove, Fl 33133

4 - H99000011612

H99000011612

ARTICLE VIII

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

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

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 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

5 - H99000011612

H990000011612
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 Members.

ARTICLE XII

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Leonard Turkel, whose address is 2871 Oak Avenue, Coconut Grove, FL 33133.

ARTICLE XIII

PRINCIPAL OFFICE ADDRESS

The initial principal office of the corporation shall be located at 2871 Oak Avenue, Coconut Grove, Florida 33133.

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



LEONARD TURKEL, Incorporator

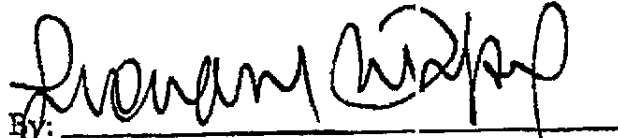
H990000011612

H99000011612

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Turkel Resource Foundation, Inc. in the foregoing Articles of Incorporation, I, on behalf of Turkel Resource Foundation, Inc., a Florida not-for-profit corporation, 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.

TURKEL RESOURCE FOUNDATION, INC.

By: 
Leonard Turkel, President

H:\LIBRARY\Clients\Turkel\Docs\Articles of Incorporation.wpd
05/11/99 11:20 AM

FILED
99 MAY 14 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H99000011612