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FLORIDA NON-PROFIT CORPORATION

the philip and linda corey family foundation, inc.

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ARTICLES OF INCORPORATION

OF

THE PHILIP AND LINDA COREY FAMILY FOUNDATION, INC.

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

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, Florida Statutes, Chapter 617.

ARTICLE I

NAME

The name of this corporation shall be:

THE PHILIP AND LINDA COREY FAMILY FOUNDATION, INC.

ARTICLE II

STREET ADDRESS OF INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is:

THE PHILIP AND LINDA COREY FAMILY FOUNDATION, INC.
3506 Banyan Circle
Coconut Grove, Florida 33133

Prepared by:
Thomas Ruffin III, Esq.
Gutter, Josepher & Ruffin, P.A.
100 W. Cypress Creek Rd., #900
Ft. Lauderdale, Florida 33309
Florida Bar No. 442119

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ARTICLE III

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PURPOSES FOR WHICH CORPORATION IS ORGANIZED

A. This corporation is organized and shall operate exclusively for charitable, educational, cultural, and research purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; 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 constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have all of the corporate powers permitted under Chapter 617, Florida Statutes, as now in effect, subject to the restrictions set forth in paragraphs C., D., and E. below.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income 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 in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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.

F. This corporation shall not engage in the following prohibited activities by private foundations:

(1) As used in this Paragraph F., section references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

(2) This corporation, during the period it is a "private foundation" as defined in section 509(a), may not:

(a) Engage in any act of "self-dealing," as defined in section 4941(d), which would give rise to any liability for the tax imposed by section 4941(a);

(b) Retain any "excess business holdings," as defined in section 4943(c), which would give rise to any liability for the tax imposed by section 4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and

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(d) Make any "taxable expenditures," as defined in section

4945(d), which would give rise to any liability for the tax imposed by section 4945(a).

(3) This corporation, during the period it is a "private foundation" as defined in section 509, shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by section 4942(a).

G. It is anticipated that the primary purpose for which this corporation was formed shall be the funding of scholarships for student athletes at the University of Miami, Coral Gables, Florida, and grants for liver research to various organizations.

ARTICLE IV

MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED

This corporation shall have three (3) Directors, initially. The number of Directors may be elected, increased or diminished from time to time in accordance with the method stated in the bylaws. The number of Directors shall never be less than three (3).

The initial directors of the Corporation shall be PHILIP COREY, LINDA COREY and ALEX BINSTOCK.

ARTICLE V

NAME AND STREET ADDRESS OF INITIAL REGISTERED OFFICE AND INITIAL

REGISTERED AGENT

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is PHILIP COREY, 3506 Banyan Circle,

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Coconut Grove, Florida 33133. Acceptance of the appointment as a registered agent is evidenced hereinbelow.

ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is PHILIP COREY, 3506 Banyan Circle, Coconut Grove, Florida 33133.

ARTICLE VII

MEMBERS

Qualification and members of this corporation shall be as prescribed from time to time in the articles of incorporation or in the bylaws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined in the articles of incorporation or under the bylaws of the Corporation. If such requirements are not established by the articles of incorporation or bylaws of the Corporation, the provisions of Chapter 617 relating to meetings and activities of shareholders shall apply to meetings and activities of members of a corporation not for profit. Membership in the Corporation shall be non-transferable.

Membership in the Corporation may be terminated in the manner provided by law, by the articles of incorporation or by the by-laws. Unless otherwise provided in the articles of incorporation or bylaws, all the rights and privileges of a member shall cease on termination of membership.

The initial members of the Corporation shall be PHILIP COREY, LINDA COREY and ALEX BINSTOCK.

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ARTICLE VIII

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DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, exclusively to an organization or organizations which themselves are exempt charitable organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law).

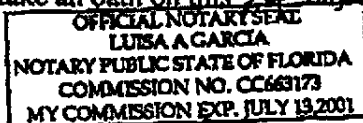
IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 24 day of September, 1999.

Phil → *Philip Corey*
PHILIP COREY, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared PHILIP COREY, to me personally known to be the incorporator of THE PHILIP AND LINDA COREY FAMILY FOUNDATION, INC. and who did take an oath on this 24 day of September, 1999.

My Commission Expires: 7/13/2001

Luisa A. Garcia
NOTARY PUBLIC
Name of Notary: Luisa A. Garcia
Commission No.: CC 663173

notary ↗

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ACCEPTANCE BY REGISTERED AGENT

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Having been appointed the registered agent of THE PHILIP AND LINDA COREY FAMILY FOUNDATION, INC., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 617.

Dated this 24 day of September, 1999.

By 
PHILIP COREY, Registered Agent

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