

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

POLLACK FAMILY FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
POLLACK FAMILY FOUNDATION, INC.
A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby files with the Secretary of State of Florida these Articles of Incorporation, and certifies:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is POLLACK FAMILY FOUNDATION, INC. The mailing address and address of the corporation's principal office of the corporation is 1104 Druid Road South, Clearwater, Florida 33757.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, scientific, literary, educational or other charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including for such purpose, the making of distributions to other organizations, selected by the Directors of the Corporation, which qualify as tax-exempt organizations under the Code.

2. 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 be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

Prepared By:
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4. No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its directors, officers, trustees or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof.

ARTICLE IV POWERS

This Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations, as now they exist, or, as they may hereafter be amended.

ARTICLE VI MEMBERS; DIRECTORS

1. The Corporation shall not have any members.
2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida. The number of directors shall not be less than three (3), but the number may be increased or decreased from time to time in the manner provided by the bylaws, provided such number is never less than three (3). The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

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ARTICLE VII OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such other officers of this Corporation as the Board of Directors deems necessary. Any two offices may be held by the same person.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE X INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

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ARTICLE XI
INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1104 Druid Road South, Clearwater, FL 33757, and the name of the initial registered agent of this Corporation at that address is RONALD POLLACK.

ARTICLE XIII
INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
RONALD POLLACK	1104 Druid Road South Clearwater, Florida 33757

The undersigned has subscribed his name this 29 day of December, 1999.



RONALD POLLACK

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, POLLACK FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Ronald Pollack, located at 1104 Druid Road South, Clearwater, Florida 33757, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



RONALD POLLACK

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