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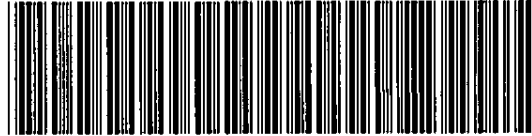
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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 1/11/17
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Name:	David & Shirley Seiler Foundation, Inc.
Document #:	
Order #:	10324909

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Amount: \$ 840.00

52.50

This is a 1-2-3 filing
① Reinstatement
② Amendment / Name Change

Thank you!

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DAVID AND SHIRLEY SEILER FOUNDATION, INC.**

*Adopted in accordance with the provisions of Sections and 607.1007 of
the Not for Profit Corporation Act of the State of Florida*

The undersigned, being the President of The David and Shirley Seiler Foundation, Inc., a corporation organized and existing under and by virtue of the Not for Profit Corporation Act of the State of Florida (the "Corporation"), does hereby certify as follows:

FIRST: The Corporation filed its original Articles of Incorporation with the Florida Department of State on December 14, 1981 under the name The David and Shirley Seiler Foundation, Inc.

SECOND: These Amended and Restated Articles of Incorporation were approved by the Corporation's Board of Directors and the Corporation's members by unanimous written consent pursuant to Article Tenth of the Corporation's Articles of Incorporation dated December 14, 1981.

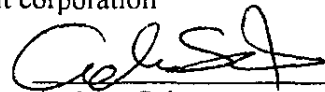
THIRD: The Corporation's Articles of Incorporation are hereby amended and restated in their entirety to read as set forth on Exhibit A attached hereto and made a part hereof.

* * * * *

IN WITNESS WHEREOF, the undersigned, pursuant to the Not for Profit Corporation Act of the State of Florida, under penalties of perjury does hereby declare and certify that these Amended and Restated Articles of Incorporation are the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto set his hand this 10th day of January, 2017.

THE DAVID AND SHIRLEY SEILER
FOUNDATION, INC., a Florida Not for
Profit corporation

By:



Andrew Saltoun

Its:

President

AMENDED AND RESTATED 17 JAN 11 AM 9:55
ARTICLES OF INCORPORATION
OF

THE DAVID AND SHIRLEY SEILER FOUNDATION, INC.

ARTICLE I — NAME

The name of the corporation is The Andrew and Katherine Saltoun Foundation, Inc.

ARTICLE II — REGISTERED AGENT

The address of the corporation's registered office in the State of Florida is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address is the CT Corporation.

ARTICLE III — PURPOSE

The corporation is organized to operate exclusively for such charitable, religious, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations described in Sections 170(b)(1)(A) and 170(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States federal tax law (the "Code"), as will qualify it to be exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE IV — STOCK

The corporation shall not have any capital stock.

ARTICLE V — REGISTERED OFFICE ADDRESS

The address of the principal office and the mailing address of the office of the corporation is c/o Andrew Saltoun, 160 Clinton Street, Brooklyn, New York 11201.

ARTICLE VI — CORPORATION TERM

The term for which the corporation is to exist is perpetual.

ARTICLE VII — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. The Corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Florida, provided, however, that the corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes

as set forth in this Article, or which is not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or (iii) by a nonprofit corporation under the Not for Profit Corporation Act of the State of Florida (the "Act").

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code. The corporation shall not provide an economic benefit defined as an excess benefit under Section 4958 of the Code.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No 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 (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
4. Upon liquidation or dissolution, all properties and assets of the corporation remaining after paying or providing for all debts, liabilities and obligations of the Corporation and for necessary expenses thereof shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable, religious, literary, educational or scientific purposes as the Board of Directors shall determine, and as shall, at the time, be qualified as a tax-exempt organization under Section 501(c)(3) of the Code and have established its tax-exempt status with the State of Florida. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and have established tax-exempt status with the State of Florida.

ARTICLE VIII — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have no members.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the board of directors shall be three (3) to eight (8); the names and addresses of the current directors are as follows:

Jane Saltoun, 888 Park Avenue, New York, New York 10075
Andrew Saltoun, 160 Clinton Street, Brooklyn, New York 11201
Katherine Saltoun, 160 Clinton Street, Brooklyn, New York 11201

The board of directors shall serve until the next annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE IX — PERSONAL LIABILITY

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

In furtherance and not in limitation of the powers conferred by the Not for Profit Corporation Act of the State of Florida, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

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