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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

THE PECK FOUNDATION, INC.

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*Amended & Restated*

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*10-19-00*

*Dr*

L A W O F F I C E S  
**WARD • DAMON • BEVERLY**  
**TITTLE & POSNER**  
PROFESSIONAL ASSOCIATION

4420 BEACON CIRCLE  
WEST PALM BEACH, FL 33407  
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FACSIMILE TRANSMISSION INFORMATION SHEET

Date: October 19, 2000  
To: EFIL/Darlene Connell  
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From: Michael J Posner, Esquire  
Re: H00000054881 8

MESSAGE

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October 18, 2000

THE PECK FOUNDATION, INC.  
11907 TURTLE BEACH ROAD  
NORTH PALM BEACH, FL 33408

SUBJECT: THE PECK FOUNDATION, INC.  
REF: N00000004790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000054881  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE PECK FOUNDATION, INC.**

**FILED**  
OCT 19 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, **THE PECK FOUNDATION, INC.**, a Florida not for profit corporation, whose original articles of incorporation were filed by the Florida Department of State on July 20, 2000, by resolution duly adopted by its Board of Trustees (there are no members at present, and none are entitled to vote), adopts the following amended and restated Articles of Incorporation which shall supersede the original Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be **THE PECK FOUNDATION, INC.** For convenience, the Corporation is hereinafter referred to as the "Foundation."

**ARTICLE II  
DURATION AND COMMENCEMENT**

The duration of the Foundation shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III  
PURPOSES, NATURE AND POWERS**

The purpose for which the Foundation is organized and the general nature of the activities shall be:

A. This is a non-stock, not for profit Corporation organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.

B. This Corporation shall not engage in any activity for pecuniary profit.

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West Palm Beach, FL 33407  
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C. The Foundation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code);

D. The Foundation is organized to engage in activities as a private foundation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, support for those schools, universities and institutions of higher learning, including, but not limited to, medical schools and universities that qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code. In addition, five (5%) percent of all charitable distributions shall be delivered to the University of Maryland Medical School and two and one-half (2.5%) percent shall be delivered to Johns Hopkins University, for so long as the respective schools continue to serve as institutions of higher learning and qualify under Section 501(c)(3) of the Internal Revenue Code

E. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on:

- (1) by a Foundation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or
- (2) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

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F. The Foundation will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Foundation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV**

#### **MEMBERSHIP AND ADMISSION**

Membership and manner of admission of members of the Foundation shall be as set forth in the By-Laws of the Foundation.

#### **ARTICLE V**

#### **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United

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States Internal Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Foundation 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.

#### ARTICLE VI TRUSTEES

A. The property, business and affairs of the Association shall be managed by a Board of Trustees, which shall consist of as many persons as the Board of Trustees shall from time to time determine but not less than three (3) nor more than nine (9) persons.

B. Election of Trustees. Election of Trustees of the Foundation shall be as set forth in the By-Laws of the Foundation.

C. Original Board of Trustees. The names and addresses of the first Board of Trustees of the Foundation are as follows:

<u>Name</u>	<u>Address</u>
George Peck	11907 Turtle Beach Road, North Palm Beach, Florida 33408
George C. Peck, Jr.	11907 Turtle Beach Road, North Palm Beach, Florida 33408
Richard E. Peck	11907 Turtle Beach Road, North Palm Beach, Florida 33408
Deborah Peck Philips	11907 Turtle Beach Road, North Palm Beach, Florida 33408

#### ARTICLE VII OFFICERS

A. Subject to overall supervision of the Board of Trustees of the Foundation and to any special provisions of the By-Laws of the Foundation, the affairs of the Foundation are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Trustees to be held at such time as may be determined by the By-Laws):

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President, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one person.

B. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
George Peck	President/Treasurer
George C. Peck, Jr.	Vice President
Richard E. Peck	Vice President
Deborah Peck Philips	Vice President
Michael J Posner	Secretary

#### ARTICLE VIII BY-LAWS

The Board of Trustees shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

#### ARTICLE IX INCORPORATOR

The name and address of the Incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Michael J Posner, Esq.	4420 Beacon Circle, Suite 100 West Palm Beach, Florida 33407

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4420 Beacon Circle, Suite 100.  
West Palm Beach, FL 33407  
Florida Bar No: 525685

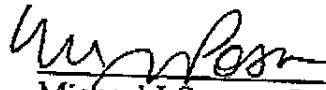


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**ARTICLE X**  
**INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this Foundation shall be at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael J Posner, Esq. The initial principal office of the Foundation shall be at 11907 Turtle Beach Road, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the said Secretary has hereunto set his hand this 18th day of October, 2000.



Michael J Posner, Secretary

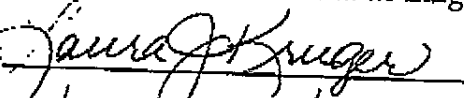
STATE OF FLORIDA                     )  
                                                           )ss:  
 COUNTY OF PALM BEACH         )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of October, 2000.

Notary Public, State of Florida at Large

Sign:



Print:

Laura J. Kruger

My Commission Expires:

Prepared by: Michael J Posner  
 4420 Beacon Circle, Suite 100.  
 West Palm Beach, FL 33407  
 Florida Bar No: 525685



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**AMENDED CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for THE PECK FOUNDATION, INC., at the initial registered office of the Foundation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 617.0503 Florida Statutes.

Date: October 18, 2000



Michael J Posner

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