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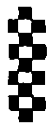
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THE WAFER FAMILY FOUNDATION, INC.

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August 30, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE WAFER FAMILY FOUNDATION, INC.
295 SW SQUIRE JOHNS LANE
PALM CITY, FL 34990

SUBJECT: THE WAFER FAMILY FOUNDATION, INC.
REF: N06000001179

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE WAFER FAMILY FOUNDATION, INC.

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SECRETARY OF
TALLAHASSEE COUNTY

In compliance with the requirements of Chapter 617 of the Florida Statutes, also known as the Florida Not For Profit Business Corporation Act (the "Act"), the undersigned does hereby adopt and file the following amended and restated articles of incorporation (sometimes the "Articles of Incorporation" or Amended and Restated Articles of Incorporation") for the purpose of organizing a not for profit corporation and setting forth more fully, certain provisions thereof, whether required or otherwise.

ARTICLE I
NAME

The name of this Corporation shall be: *THE WAFER FAMILY FOUNDATION, INC.*

ARTICLE II
PURPOSES & POWERS

Section 1. Purposes.

The Corporation is organized exclusively for charitable, educational and/or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of §501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

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(b) Notwithstanding any powers granted to this Corporation by its charter, bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

(ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or by an organization, contributions to which are deductible under §170(c)(2) or 2055(a) of the Code.

(v) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III PRIVATE FOUNDATION REQUIREMENTS

If the Corporation is a Private Foundation within the meaning of §509 of the Code, and is not an Operating Foundation as defined by §4942(j)(3) of the Code, then the provisions of this Article III shall apply.

(a) The Corporation shall distribute its income for each tax 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, or corresponding provisions of any later federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV MEMBERS

The sole class of members of the Corporation shall be its Board of Directors and the number of members shall be the number of Directors constituting the Board of Directors. A Director shall be admitted to the membership of the Corporation upon taking office as a Director.

ARTICLE V TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI REGISTERED OFFICE AND AGENT

(a) The Florida street address of the initial registered office of this Corporation is 3473 S.E. Willoughby Boulevard, Stuart, Florida 34994.

(b) The name of the registered agent of this Corporation is T.J. Heinemann, Esq. of Fox, Wackeen, Dungey, Beard, Sobel, Bush & McCluskey LLP.

ARTICLE VII OFFICERS

(a) The Corporation shall have a President and a Secretary and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a Treasurer and an Assistant Secretary. A person may hold more than one office.

(b) Officers shall be elected, removed and hold office as provided in the Bylaws.

(c) The names of the officers who shall hold office until re-election, removal, resignation (or as otherwise set forth in the Bylaws), and thereafter until successors are elected, are as follows:

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TITLE	NAME	ADDRESS
President	Marian L. Wafer	295 S.W. Squire Johns Lane Palm City, FL 34990
Vice President	George J. Wafer	Same as above
Treasurer	Marian L. Wafer	Same as above
Secretary	Marian L. Wafer	Same as above
Asst. Secretary	George J. Wafer	Same as above

**ARTICLE VIII
BOARD OF DIRECTORS**

(a) The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three persons. The members of the Board shall be elected annually by the then-existing Directors.

(b) The Board of Directors shall be:

TITLE	NAME	ADDRESS
Chairman	Marian L. Wafer	295 S.W. Squire Johns Lane Palm City, FL 34990
Vice-Chairman	George J. Wafer	295 S.W. Squire Johns Lane Palm City, FL 34990
	George Pacheco	547 S.W. Squire Johns Lane Palm City, FL 34990
	Marjorie Grefe	10423 Whooping Crane Drive Palm City, FL 34990
	Angelo Adesso	164 Windwatch Drive Hauppauge, NY 11788

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal, the replacement Director(s) will be elected in accordance with the Bylaws.

**ARTICLE IX
BYLAWS**

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

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(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

CERTIFICATION THAT MEMBER APPROVAL OBTAINED

Pursuant to Fla. Stat. §617.1002, the undersigned members hereby certify that these amended and restated articles of incorporation were adopted in their entirety to be made effective as of February 3, 2006 by unanimous consent at a special meeting of the members on August 16, 2007 upon the recommendation of the Board of Directors.

Marian L. Wafer 8/23/07
Marian L. Wafer
Member Date

Maudie Grete 8/23/07
Maudie Grete
Member Date

George J. Wafer 8/23/07
George J. Wafer
Member Date

Angela K. Johnson 8/23/07
Angela K. Johnson
Member Date

George Pacheco 8/27/07
George Pacheco
Member Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Wafer Family Foundation, Inc. at the place designated in these amended and restated articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Fla. Stat. §617.0501.

T.J. Heinemann, Esq. 8/30/07
T.J. Heinemann, Esq.
Registered Agent Date

IN WITNESS WHEREOF, the undersigned has executed these amended and restated articles of incorporation.

Marian L. Wafer 8/30/07
Marian L. Wafer, President Date