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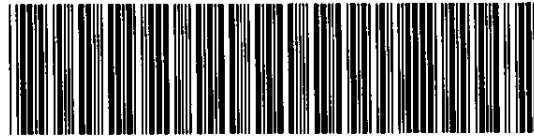
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08/26/08--01021--009 **43.75

FILED
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
08 AUG 26 PM 4:44 2008 AUG 26 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Amend + Rest.

AUG 27 2008

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 08/26/08

REF. #: 000174.91480

CORP. NAME: TBS ENDOWMENT FUND, INC.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION
 OTHER:

STATE FEES PREPAID WITH CHECK# 527279 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

Examiner's Initials

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TBS ENDOWMENT FUND, INC.

FILED
08 AUG 26 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, all of the Directors of TBS ENDOWMENT FUND, Inc., a Florida corporation, hereinafter referred to as the "Corporation", did authorize on August 12, 2008, to amend and restate the Articles of Incorporation in their entirety. The number of votes cast by all of the Board of Directors was sufficient for approval. The members were not entitled to vote on the proposed amendment and restatement. The Articles of Incorporation are amended and restated as follows:

ARTICLE I

NAME: The name of this Corporation shall be:

TBS ENDOWMENT FUND, INC.

ARTICLE II

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT: The principal office of said Corporation shall be located at:

1050 South Tuttle Avenue
Sarasota, Florida 34237

The mailing address of the Corporation shall be:

1050 South Tuttle Avenue
Sarasota, Florida 34237

The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be located at:

240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

and the registered agent shall be:

Benjamin R. Hanan
240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code (“IRC”) Section 501(c)(3), and is operated at all times exclusively to provide funds and promote such activities as the Board of Directors of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with exclusively benefiting a publicly supported organization, the Temple Beth Sholom and Jewish Center, Inc.; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3) and which are convenient or necessary to effect the purposes of the Corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, 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 in Article III hereof.

(2) No substantial part of the organization’s activities shall be the carrying on of propaganda or otherwise attempt to influence legislation.

(3) The Corporation shall not directly or indirectly 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) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

ARTICLE V

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

(1) The membership shall be open to all persons interested in the objectives of the corporation. The initial members of the corporation shall be:

Merrill Olchick
William Freund
Judith Bronstein
Richard Karp
David Koffman

(2) The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

(3) Prospective members shall be admitted to membership upon approval by the Board of Directors, according to procedures and limitations established in the By-Laws.

ARTICLE VI

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as Amended.

ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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 VIII

OFFICERS AND DIRECTORS: The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: an Executive Director, Chairperson, Vice-Chairperson, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE IX

NAME OF OFFICERS: The names of the officers who are to serve until the election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as amended, are as follows:

Merrill Olitchick	Executive Director
Judith Bronstein	Chairperson
Richard Karp	Secretary/Treasurer
David Koffman	Vice Chairperson

ARTICLE X

NAME AND ADDRESS OF DIRECTORS: The number of Directors shall be nine (9). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as directors until the next election are:

Judith Bronstein	1255 N. Gulfstream Avenue, #902 Sarasota, Florida 34236
Richard Karp	8855 Midnight Pass Road Sarasota, Florida 34242
David Koffman	451 Woodland Drive Sarasota, Florida 34234
Lisa Corin	7302 Periwinkle Drive Sarasota, Florida 34231
Sheldon Gensler	2972 Longleat Woods Sarasota, Florida 34235

Donald Goodman

4843 Carrington Circle
Sarasota, Florida 34243

Benjamin R. Hanan

240 S. Pineapple Avenue
Sarasota, Florida 34236

Martin Kossoff

3396 Founders Club Drive South
Sarasota, Florida 34240

Martin Sonnenfeld

4536 Atwood Cay Circle
Sarasota, Florida 34233

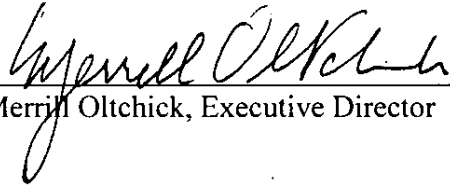
ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation, ten (10) days prior to the regular or special meeting of the Corporation; provided, however, that any amendment will not adversely affect the status of the corporation as an organization qualifying under IRC Section 501(c)(3).

ARTICLE XII


INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason that such person is or was a Board of Director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or Board of Director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a Board of Director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or Board of Director sues the Corporation, other than to enforce this indemnification, such past or present Board of Director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 607 of the Florida Statutes, the undersigned, constituting the Chief Executive Officer of this Corporation, has executed these Amended and Restated Articles of Incorporation on this 12 day of August, 2008.


Merrill Oltchick, Executive Director

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


Benjamin R. Hanan

“REGISTERED AGENT”