

Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000205977 3)))



H090002059773ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : PROSKAUER ROSE LLP
Account Number : 074673001063
Phone : (561)995-4704 4779
Fax Number : (561)988-1211

FILED
2009 SEP 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

DEBBIE'S DREAM FOUNDATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

RECEIVED

2009 SEP 22 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated
Articles

Electronic Filing Menu

Corporate Filing Menu

Help

9/23/09

8

((H09000205977 3)))

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEBBIE'S DREAM FOUNDATION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned hereby executes and files this Certificate of Amended and Restated Articles of Incorporation and states as follows:

1. The name of the corporation is Debbie's Dream Foundation, Inc. (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation dated Sept. 21, 2009, contain amendments to the Corporation's Articles of Incorporation, and such Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on September 21, 2009.
3. The Corporation does not contain any members, and accordingly, no member approval is required.

In Witness Whereof, the undersigned has executed this Certificate as of September 21, 2009.

By: Debra L. Zelman
Debra L. Zelman, Incorporator

((H09000205977 3)))

((H09000205977 3)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DEBBIE'S DREAM FOUNDATION, INC.**

(A Corporation Not for Profit)

ARTICLE I

NAME

The name of this corporation (hereinafter referred to as the "Corporation") shall be

DEBBIE'S DREAM FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 10400 South Lake Vista Circle, Davie, Florida 33328.

ARTICLE III

PURPOSE

The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code. Among the purposes and objects to which this Corporation is organized is for raising money for stomach cancer research.

The Corporation is not organized for pecuniary profit or for financial gain, and no part of its assets, income or profits shall be distributed to or inure to the benefit of any member, director or officer of the Corporation or any other private individual, firm or corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Corporation is 10400 South Lake Vista Circle, Davie, Florida 33328, and the name of the initial registered agent at such address is Debra L. Zelman.

ARTICLE V

INCORPORATOR

((H09000205977 3)))

FILED
2009 SEP 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H09000205977 3)))

The name and address of the incorporator is: Debra L. Zelman, 10400 South Lake Vista Circle, Davie, Florida 33328.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be elected in the manner specified in the bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

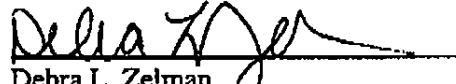
In the event of a liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, subject to the authority of a court having jurisdiction over the Corporation, transfer all of the property and assets of the Corporation to one or more corporations or other organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as exempt from income tax under Section 501(a) of the Code by reason of being organizations described in Section 501(c)(3) of the Code, or to one or more corporations or other organizations, contributions to which are deductible under Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any of such assets not so distributed shall be disposed of for such purposes as approved by a court having jurisdiction over the Corporation.

((H09000205977 3)))

SEP 22 2009 4:59 PM FR PROSKAUER ROSE 561 241 7145 TO 9095#99999080#18 P.05

((H09000205977 3)))

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 21st day of September, 2009.


Debra L. Zelman

((H09000205977 3)))

((H09000205977 3)))

CERTIFICATION OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Debbie's Dream Foundation, Inc.
2. The name and address of the registered agent and office is:

Debra L. Zelman
10400 South Lake Vista Circle
Davie, Florida 33328

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: 9/21, 2009

((H09000205977 3)))