

N14000002248

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14 MAR 17 PM 1:35
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Am/Restate
MAR 17 2014
R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2014

LYNN M DANNHEISSER
3152 GIFFORD LANE
MIAMI, FL 33133

SUBJECT: THE SUNNY ISLES BEACH FOUNDATION, INC.
Ref. Number: N14000002248

We have received your document for THE SUNNY ISLES BEACH FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents under one filing fee. Please either choose one and resubmit or submit an additional filing fee of \$35.00 for the additional form. Also, a registered agent cannot sign for accepting the articles of correction. An officer or director must sign.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 114A00005185

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Sunny Isles Beach Foundation, Inc. (a not for profit corporation)
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lynn M. Dannheisser

Name of Contact Person

Lynn M. Dannheisser LLC

Firm/Company

3152 Gifford Lane

Address

Miami, Florida 33133

City/State and Zip Code

lynn@dannheisser-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynn M. Dannheisser

Name of Contact Person

at (**305**) **441-0222**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

14 MAR 17 PM 1:36

SEAL OF THE CITY OF
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SUNNY ISLES BEACH FOUNDATION, INC.**

(a not for profit corporation)

The undersigned, acting as incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation, hereinafter referred to as the "Corporation" is:
THE SUNNY ISLES BEACH FOUNDATION, INC.

ARTICLE II - DURATION

The period of duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III — PRINCIPAL OFFICE

The current place of business and mailing address of the corporation is 18070 Collins Avenue, Sunny Isles Beach, FL 33160. Immediately following its first meeting, and in fulfilling this not for profit corporation's intention to work on its behalf but be a separate and distinct entity from the City of Sunny Isles Beach, it may maintain offices in such other places than the Government Center, provided however, it will be located within the city as determined by the Board of Directors.

ARTICLE IV — PURPOSES

The purpose for which the corporation is organized is exclusively for charitable, cultural, and, educational purposes as will qualify it as an exempt organization under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. It is designed to support cultural arts and educational programs in affiliation with and for the purpose of enhancing the quality of life for the citizens of the City of Sunny Isles Beach. This will include:

1. Raising funds and other monies for the development and establishment of civic, educational, and cultural events and projects.

2. Soliciting and accepting contribution of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowment, deeds of gifts, policies of insurance, acceptance of grant monies, or otherwise, and to use such monies or property for the furtherance of the corporations purposes.
3. Doing all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed including the establishment of an office with employees as may be necessary and proper within the judgment of the Board of Directors, the investment of surplus funds, to enter into contracts; and in general, to have all rights and privileges and immunities, and enjoy all the benefits of the laws of the state of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302, Florida Statutes, subject however to the requirements of Section 501(c)(3) of the IRC, as amended, or the corresponding future section of any future Federal tax code, and to other limitations provided in these Articles.
4. All of the foregoing are to be construed both as objects and powers and it is expressly provided that the specific powers and objects enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE V — MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By-Laws to be adopted as provided in Article IX below, provided however, there shall be no less than three and further provided that such number may be increased from time to time by the By-Laws duly adopted.

ARTICLE VI — INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Lynn M. Dannheisser
Lynn M. Danheisser, LLC.
3152 Gifford Lane
Miami, Florida 33133

ARTICLE VII — INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Lynn M. Dannheisser
Lynn M. Dannheisser, LLC.
3152 Gifford Lane
Miami, Florida 33133

ARTICLE VIII — CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by it Articles, By Laws or by the law of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, 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, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not

for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

b. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, 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 no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

c. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code Regulations as they now exist or as they may be hereafter amended, or to the federal government, or shall be distributed to the City of Sunny Isles Beach, a Florida municipal corporation, for general purposes for which the Corporation was organized or any public purpose. Any such assets not so disposed of shall be disposed of by the 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 is organized and operated exclusively for such purposes.

ARTICLE VIII — INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) individuals. This number may be increased or decreased, but at no time shall there be fewer than three (3) directors. The names and addresses of the individuals, each of whom shall be 18 years of age or older, and who shall serve as the Board of Directors are:

1. Ari Steiger, 262 Atlantic Island, Sunny Isles Beach, Florida 33160
2. Elena Baronoff, 18001 Collins Avenue, Apt. 1909, Sunny Isles Beach, Florida 33160

3. Lynn M. Dannheisser, 3152 Gifford Lane, Miami Florida 33133

ARTICLE IX — BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the members of the Board of Directors, and the By-Laws shall be adopted at the first full meeting of the Board. Such By-Laws may be amended or repealed in whole or in part as permitted by the Florida Statutes.

ARTICLE X — AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained herein, or any subsequent amendment hereto, and such amendment to these Articles may be proposed by any Member of the Board, and presented as provided in the By-Laws as hereafter adopted to a quorum as defined therein of the members of the Board for their vote. Amendments may be adopted by a majority vote at a duly called meeting in which a quorum exists and may be telephonic.

ARTICLE XI — INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article XI shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as otherwise provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes, Section 607.0850(7) or any amended or successor section, indemnify any officer, director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in the connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the

estimated expense of litigating the proceeding to conclusion; provided, however, the Corporation shall not, under Section 2 or Section 4, indemnify any officer, director or employee or agent if a judgment, settlement or other final adjudication establishes the acts on which a proceeding specified in (a) or (b) is based and in which an officer, director or employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of criminal law unless the officer, director or employee had reasonable cause to believe his or her conduct was lawful and had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (c) in the case of a director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (d) willful misconduct or conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XI and despite any contrary determination of the Board of Directors, an officer, director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or

to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4. It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XI; or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XI.

Section 4. Subject nevertheless to the limitations of Section 2 hereinabove, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested directors, or otherwise, both as to actions of such officer, director, employee or agent in his or her official capacity and as to actions in another capacity while holding such officer.

Section 5. Any indemnification under this Article XI shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made.

- (a) By the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors
 - (ii) If a quorum of the directors cannot be obtained for purposes of Section 5 (a), independent legal counsel selected by a majority vote of the full Board of Directors (in which event directors who are parties may participate); or

Section 6. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article. Expenses incurred by an employee or agent may be paid in advance of the final

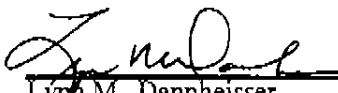
disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article.

Section 7. Indemnification and/ or advancement of expenses as provided in this Article shall continue as, unless otherwise provided, when such indemnification and/ or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. There are no members entitled to vote on a proposed amendment. This amendment was adopted by the Board of Directors.

Section 9. If any part of this Article shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Executed on March 17, 2014


Lynn M. Dannheisser
Signature of Incorporator

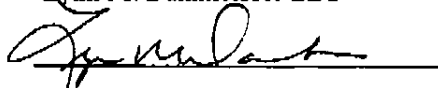
3/17/14
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the 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 provision of all statutes relating to the complete and proper performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate the 17th day of March 2014.

REGISTERED AGENT:
Lynn M. Dannheisser LLC



Lynn M. Dannheisser

3/17/14
Date

Signature of Registered Agent