

N49210

Greenberg

Requestor's Name

Address

Michelle 435-8526

City/State/Zip Phone #

Call with Ready

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Josephine S. Leiser Foundation, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #) 900002598589--7 -07/27/98--01001--004 *****87.50 *****87.50

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002598589
-07/27/98-01001-018
*****87.50 *****87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUL 28 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

Examiner's Initials [Signature] 7/28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1998

GREENBERG
MICHELLE
TALLAHASSEE, FL

SUBJECT: JOSEPHINE S. LEISER FOUNDATION, INC.
Ref. Number: N49210

We have received your document for JOSEPHINE S. LEISER FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

IT MUST BE STATED THAT THESE AMENDED AND RESTATED ARTICLES WERE ADOPTED BY THE TRUSTEES SINCE THERE ARE NO MEMBERS.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 498A00039456

RECEIVED
98 JUL 28 PM 12: 15
DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**JOSEPHINE S. LEISER FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

FILED
98 JUL 28 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is **JOSEPHINE S. LEISER FOUNDATION, INC.** (hereinafter called the "Foundation").

2. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of Josephine S. Leiser Foundation, Inc. to the following effect: all former provisions of the Articles of Incorporation of the Foundation are hereby deleted and replaced with new Articles I - XVI, the text of which is set forth below. All such amendments have been duly adopted by the undersigned effective as of the date herein, pursuant to Section 617.1002(1) of the Florida Not for Profit Corporation Act and in accordance with the provision of Article XV of the Articles of Incorporation, as amended.

3. Pursuant to the provisions of §617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act, the Foundation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I - NAME/ADDRESS

The name of this Foundation is **JOSEPHINE S. LEISER FOUNDATION, INC.**

The address of the principal office and the mailing address of the Foundation is c/o Francis B. Brogan, Jr., Esq., 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE II - DURATION

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

ARTICLE III - NOT FOR PROFIT FOUNDATION

The Foundation is organized as a "Not For Profit Corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV - PURPOSES

A. The purposes for which the Foundation is organized are as follows:

1. To receive and administer money and property for charitable, religious, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, religious, educational, and scientific purposes, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2. Any other charitable purpose permitted under Section 501(c)(3) of the Code.

B. This Foundation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this Foundation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law or (b) a Foundation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this Foundation 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) of the Code, or any other corresponding provision of any future United States internal revenue law.

The Foundation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE V - SOURCE OF CONTRIBUTIONS

The Foundation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VI - POWERS

The Foundation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Foundation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Foundation is organized; and to exercise all powers granted to a Foundation not for profit under Florida law.

ARTICLE VII - LIMITATIONS

A. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to any Trustee, or officer of the Foundation, or to any 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 purposes set forth in Article IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

C. Notwithstanding any other provisions of these Articles, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

D. This Foundation, if it is a “private foundation” as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

1. Engage in any act of “self-dealing” as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

2. Retain any “excess business holdings” as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

4. Make any “taxable expenditures” as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

5. Fail to make distributions in each year for the purposes specified in the Amended and Restated Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Foundation.

ARTICLE VIII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Foundation, all of the remaining assets and property of the Foundation shall, after necessary expenses thereof, be distributed, as the Board of Trustees shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Foundation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Foundation.

ARTICLE IX - MEMBERS

The Foundation shall have no members.

ARTICLE X - BOARD OF TRUSTEES

The affairs of the Foundation shall be managed by a Board of Trustees. The number of persons constituting the Board of Trustees shall be five (5). The number of members of the Board of Trustees may be increased or decreased as provided in the Bylaws, but in no event shall the number of Trustees be less than three (3).

During the lifetime of Josephine S. Leiser ("Leiser"), and while she is not Unable to Act (as defined herein), Leiser shall solely have the right (but subject to the written verification by the Advisory Committee that Leiser has consulted with them as may be required by the provisions of Article XIV), to elect, remove and replace members of the Board of Trustees.

"Unable to Act" shall mean that Leiser is not able to satisfactorily perform her duties as certified by the written unanimous vote of a committee composed of the successor co-trustees under the Josephine S. Leiser Revocable Living Trust under declaration dated April 16, 1996, as amended, and three (3) medical doctors licensed to practice medicine in Leiser's state of residence (said group to include Leiser's personal physician).

If Leiser is Unable to Act, or upon her death, the Board of Trustees shall be elected, removed and replaced as provided in the Bylaws.

The Trustees of the Foundation shall, at all times, be limited to individuals who shall be elected as provided in the Foundation's Bylaws.

ARTICLE XI - OFFICERS

The affairs of the Foundation shall be managed by a President, Vice President, Secretary and Treasurer. During the lifetime of Leiser, and while she is not Unable to Act (as defined in Article X), Leiser shall solely have the right (but subject to the written verification by the Advisory Committee that Leiser has consulted with them as may be required by the provisions of Article XIV), to appoint, remove and replace any individual as an officer of the Foundation.

If Leiser is Unable to Act, or upon her death, the officers of the Foundation shall be appointed, removed and replaced as provided in the Bylaws.

ARTICLE XII - BYLAWS

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Trustees of the Foundation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or the Amended and Restated Articles of Incorporation.

ARTICLE XIII - ANNUAL MEETING

The annual meeting shall be held in accordance with the Bylaws.

ARTICLE XIV - ADVISORY COMMITTEE

The Advisory Committee under these Amended and Restated Articles of Incorporation shall be in existence during the life of Leiser, and shall initially consist of Francis B. Brogan, Jr., Raymond J. Powers, CPA, and Anne Cusack. The Advisory Committee shall at all times consist of three (3) individuals.

An individual may resign from the Advisory Committee by instrument signed and acknowledged by such individual and delivered to the trustee under the Josephine S. Leiser Revocable Living Trust under declaration dated April 16, 1996, as amended.

If an individual for any reason ceases to serve or is unable to act on the Advisory Committee, a majority of the individuals appointed as successor co-trustees under the Josephine S. Leiser Revocable Living Trust under declaration dated April 16, 1996, as amended, shall appoint an individual to replace the individual ceasing to serve. The individual appointed shall accept his or her appointment by a writing delivered to the trustees under said declaration.

It is Leiser's intention that, during her life, the Advisory Committee shall be consulted with respect to the increase or decrease of the Board of Trustees, the election, removal and replacement of the members of the Board of Trustees, the appointment, removal and replacement of any individual as an

officer of the Foundation and the amendment, alteration or rescission of the Bylaws of the Foundation. Accordingly, during Leiser's life, and while she is not Unable to Act (as defined in Article X), she shall consult with the Advisory Committee, and obtain written verification from the Advisory Committee that she has consulted with them, before performing any actions with respect to the increase or decrease of the Board of Trustees, the election, removal and replacement of the members of the Board of Trustees, the appointment, removal and replacement of any individual as an officer of the Foundation and the amendment, alteration or rescission of the Bylaws of the Foundation.

ARTICLE XV - AMENDMENT

These Amended and Restated Articles of Incorporation shall only be amended as follows:

1. During the lifetime of Leiser, and while she is not Unable to Act (as defined in Article X), Leiser shall solely have the right (but subject to the written verification by the Advisory Committee that Leiser has consulted with them as may be required by the provisions of Article XIV), to amend these Amended and Restated Articles of Incorporation of the Foundation.

2. If Leiser is Unable to Act, these Amended and Restated Articles of Incorporation of the Foundation may be amended only by the affirmative vote of 100% of the

members of the Board of Trustees of the Foundation (but subject to the written verification by the Advisory Committee that the trustees have consulted with them as may be required by the provisions of Article XIV).

3. On Josephine's death, these Amended and Restated Articles of Incorporation of the Foundation may be amended only by the affirmative vote of 100% of the members of the Board of Trustees of the Foundation.

ARTICLE XVI - REGISTERED AGENT

The street address of the Foundation's registered office in the State of Florida is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, and the name of its registered agent at such office is Francis B. Brogan, Jr.

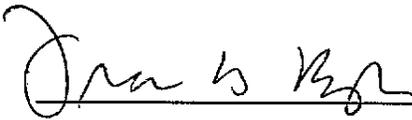
As the Foundation has no members, these Amended and Restated Articles of Incorporation of JOSEPHINE S. LEISER FOUNDATION, INC. have been duly adopted by the undersigned effective as July 22, 1998, pursuant to Section 617.1002(1) of the Florida Not-For-Profit Act and in accordance with the provisions of Article XV of the Articles of Incorporation, as amended.

**JOSEPHINE S. LEISER
FOUNDATION, INC.**

By: Josephine S. Leiser
Josephine S. Leiser
President

ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Francis B. Brogan, Jr.
Registered Agent

Dated: July 22, 1998.