

Division of Corporations

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MAX & EVELYN SCHACKNOW FOUNDATION, INC.**

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE MAX & EVELYN SCHACKNOW FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Articles of Incorporation of THE MAX & EVELYN SCHACKNOW FOUNDATION, INC. (the "Corporation"), Document Number N94000000655, are hereby amended according to these Articles of Amendment:

FIRST: Under Article VIII, the section labeled as "Compensation of Officers and Directors" shall be deleted in its entirety and the following shall be substituted:


"Compensation of Officers and Directors

The Foundation is authorized to pay compensation in reasonable amounts to its Directors and Officers for services rendered, as well as reimbursements for reasonable expenses paid or incurred in carrying out the exempt purposes of the Foundation. However, no Director shall vote on or otherwise participate in any decision of the Foundation to pay compensation to or reimburse the expenses of said Director."

SECOND: The Corporation has no members. The foregoing amendment was adopted unanimously by the Board of Directors on April 1, 2013.

THIRD: Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument the
30 day of October, 2014.


Paul Schacknow, President and Director
Authorized Representative

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE MAX & EVELYN SCHACKNOW FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Articles of Incorporation of THE MAX & EVELYN SCHACKNOW FOUNDATION, INC. (the "Corporation"), Document Number N94000000655, are hereby amended according to these Articles of Amendment:

FIRST: Article III shall be deleted in its entirety and the following shall be substituted:

"ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively to promote religious, scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational or charitable organizations."

SECOND: Article XI shall be deleted in its entirety and the following shall be substituted:

"ARTICLE XI
CORPORATE DISTRIBUTIONS

Income and Principal

Subject to the requirements of law and the Internal Revenue Code, the distributions of income and principal as made by the President of the Foundation, or as otherwise approved by the Board of Directors, shall be made in such a manner as to effectuate the specific and general purposes of the Foundation as may be determined by the President or the Board of Directors.

Said distributions shall be made in the sole discretion of the President, unless otherwise instructed by the Board of Directors which instruction shall be made by a majority vote of the Board. At any time the Board of Directors may authorize the President or other officers of the Corporation to make distributions of income or principal as provided above for particular purposes or in a particular manner and, as a matter of administrative convenience, said officers may make said distributions without further authorization from the Board of Directors and until such time as said specific authority is terminated.

Guidelines

In making distributions of income or principal, the President or Directors shall take into consideration the economic resources of any individual recipients. In making distributions, the Directors shall not discriminate against any individual based upon race, religion, sex, or national origin.

Distributions of the Termination

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in accordance with the charitable and educational purposes herein described and in such a manner as will not compromise the tax exempt status of the Corporation pursuant to Section 501(c)(3) IRC. By way of example, assets may be distributed to a nonprofit foundation or corporation, or to a governmental entity which will continue in whole or in part the charitable and educational functions of the Foundation, which recipient organization would then be qualified to receive a deductible contribution under Sections 170, 2522, and 2055 IRC."

THIRD: The Corporation has no members. The foregoing amendment was adopted unanimously by the Board of Directors on June 1, 2013.

FOURTH: Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument the 3rd day of October 2014.



Paul Schacknow, President and Director
Authorized Representative

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