

Division of Corporations

N 9900000 4803

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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.

((H01000007174 5)))

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)922-4000

From: Account Name : BERGER DAVIS & SINGERMAN  
Account Number : I19990000048  
Phone : (954) 525-9900  
Fax Number : (954) 523-2872

RECEIVED  
01 JAN 16 PM 4: 52  
DIVISION OF CORPORATIONS

FILED  
01 JAN 16 PM 5: 02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE DAVID AND LINDA SHAHEEN FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Restated  
Notices  
1/17/01  
KRC 1/16/2001

FAX AUDIT NO. H01000007174 5

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE DAVID AND LINDA SHAHEEN FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**FILED**  
01 JAN 16 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is The David and Linda Shaheen Foundation, Inc.
2. Set forth below is the text of the Restated Articles of Incorporation for The David and Linda Shaheen Foundation, Inc.:

**"ARTICLE I**

**Name**

The name of the Corporation is The David and Linda Shaheen Foundation, Inc.

**ARTICLE II**

**Address**

The address of the principal office of the Corporation and the Corporation's mailing address is c/o David Shaheen, 22 Cal Neva Drive, P.O. Box 973, Crystal Bay, Nevada 89402.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include:

FAX AUDIT NO. H01000007174 5

- a. making grants to other charitable, scientific, religious and educational organizations; and
- b. the transaction of any other lawful activity;

provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this Article III, the Corporation shall not engage in any activity that may not be engaged in by a corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Member, member of the Board of Directors, officer or any private individual, having directly or indirectly any personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation and expenses may be paid for services rendered to or for the Corporation and to make payments in furtherance of the purposes set forth in this Article III.

FAX AUDIT NO. H01000007174 5

FAX AUDIT NO. H01000007174 5

#### ARTICLE IV

##### Powers of Corporation

The Corporation shall have all the powers of a corporation organized under the Florida Not For Profit Corporation Act; provided, however, that none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

Any powers granted by the provisions of this Article V to the contrary notwithstanding, the Corporation:

(a) Shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(b) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(c) Shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

FAX AUDIT NO. H01000007174 5

(d) Shall not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect; and

(e) Shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

## ARTICLE V

### Board of Directors

The property and affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of three persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Corporation and who shall hold office until their successors are duly elected and qualified, all as provided in the bylaws.

The number of members of the Board of Directors shall not be less than three and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial Bylaws. Directors shall be elected or appointed by the Members in the manner and for the terms and shall have such qualifications as provided in the Bylaws.

FAX ADDIT NO. H01000007174 5

The names and addresses of the persons constituting the first Board of Directors are:

DAVID SHAHEEN                      22 Cal Neva Drive  
   P.O. Box 973  
   Crystal Bay, NV 89402

LINDA SHAHEEN                      22 Cal Neva Drive  
   P.O. Box 973  
   Crystal Bay, NV 89402

DEL MARTIN                              133 Carnegie Way, Suite 1200  
   Atlanta, GA 30302

#### ARTICLE VI

##### Members

The Corporation shall have Members, and such Members shall be appointed and removed as provided in the Bylaws. The Corporation shall initially have two (2) Members. The names and addresses of the initial Members of the Corporation are:

<u>Name</u>	<u>Address</u>
DAVID SHAHEEN	22 Cal Neva Drive P.O. Box 973 Crystal Bay, NV 89402
LINDA SHAHEEN	22 Cal Neva Drive P.O. Box 973 Crystal Bay, NV 89402

Voting of Members shall be as provided in the Bylaws. A Member of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation.

FAX AUDIT NO. H01000007174 5

## ARTICLE VII

### Amendments to Articles and Bylaws

The power to amend these Articles of Incorporation in accordance with law, and to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws, shall be vested solely in the Members.

## ARTICLE VIII

### Dissolution

Dissolution of this Corporation shall occur only upon the vote of the Members. After discharging all liabilities and obligations of this Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation shall be distributed to any one or more organizations selected by the Board of Directors that are organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

## ARTICLE IX

### Registered Office and Agent

The street address of the registered office of the Corporation is Berger Davis & Singerman, P.A., 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the Registered Agent of the Corporation is James B. Davis."

3. Attached hereto as Exhibit "A" is the information required to be submitted pursuant to Section 617.1007(3), Florida Statutes.

FAX AUDIT NO. H01000007174 5

IN WITNESS WHEREOF, the undersigned, as Chairman of the Board of Directors of the Corporation, has executed these Articles of Restatement this 12<sup>th</sup> day of January, 2001.



DAVID SHAHEEN

Chairman of the Board of Directors



FAX AUDIT NO. H01000007174 5

**THE DAVID AND LINDA SHAHEEN FOUNDATION, INC.**

**EXHIBIT A**

**TO**

**RESTATED ARTICLES OF INCORPORATION**

The foregoing Restated Articles of Incorporation contain amendments to the Articles of Incorporation which was adopted by all of the Board of Directors the Members of the Corporation on January 12, 2001.