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THE DAVID AND LINDA SHAHEEN FOUNDATION, INC.

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

1. The current name of the Corporation is The David and Linda Shaheen Foundation, Inc.
2. The original Articles of Incorporation for the Corporation were filed effective August 12, 1999, and assigned document number N99000004803 (the "**Original Articles**").
3. Restated Articles of Incorporation for the Corporation were filed effective January 16, 2001 (the "**Restated Articles**").
4. Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the Original Articles, as amended by the Restated Articles, are amended as follows:
 - A. Article V is hereby deleted in its entirety as it presently exists, and the following is substituted in lieu thereof:

ARTICLE V

Board of Directors

The property and affairs of the Corporation shall be managed by a Board of Directors. The current Board of Directors consists of five persons, who shall be vested with the power and authority to control and operate the Corporation, and who shall hold office until their successors are duly elected and qualified, all as provided in the Bylaws. There shall always be one *Chairman of the Board of Directors* ("**Chairman of the Board**"). The Chairman of the Board is currently David Shaheen. David Shaheen shall serve as Chairman of the Board until the earlier of his death, Disability, or resignation. Upon the death, Disability, or resignation of David Shaheen, Linda Shaheen shall serve as Chairman of the Board until the earlier of her death, Disability, or resignation. Successors to David Shaheen or Linda Shaheen, as applicable, as Chairman of the Board, shall be elected by vote of a simple majority of the members of the Board of Directors ("**Directors**") then-serving.

The number of Directors serving on 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. Except as otherwise expressly provided in these Articles of Incorporation or the Bylaws of the Corporation, any actions taken or decisions made by the Board of Directors shall require an affirmative vote of a simple majority of Directors. The Chairman of the Board has the

right to cast a tie-breaking vote in the event a vote of the Board of Directors results in a tie. Until the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, (i) Directors shall be appointed and removed by the Members in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time by unanimous consent of the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, (i) Directors shall be elected or removed by vote of a simple majority of Directors then-serving in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time by vote of a simple majority of Directors then-serving.

For purposes of these Articles of Incorporation, the term "**Disability**" shall mean (i) any illness or other physical or mental condition of David Shaheen or Linda Shaheen, as the case may be, that renders David Shaheen or Linda Shaheen, as the case may be, incapable of performing his or her customary and usual duties for the Corporation, or (ii) any medically determinable illness or other physical or mental condition resulting from a bodily injury, disease or mental disorder of David Shaheen or Linda Shaheen, as the case may be, that in the judgment of the Board of Directors is permanent and continuous in nature. The Board of Directors may require such medical or other evidence as it deems necessary to judge the nature and permanency of the applicable condition.

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

DAVID SHAHEEN	P.O. Box 973. Crystal Bay, NV 89402
LINDA SHAHEEN	P.O. Box 973 Crystal Bay, NV 89402
DEL MARTIN	2660 Peachtree Street, NW 16A Atlanta, GA 30305
ERIKA FLYNN	1842 Burnell Drive Los Angeles, CA 90065
MICHAEL HOLLOWAY	38 Barry Lane Atherton, CA 94027

B. Article VI is hereby deleted in its entirety as it presently exists, and the following is substituted in lieu thereof:

ARTICLE VI

Members

Until the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, (i) the Corporation shall have two (2) Members; (ii) the Members shall have the power and authority to appoint and remove members of the Board of Directors in their sole, absolute, and unfettered discretion; (iii) the Members may amend or repeal the Bylaws in their sole, absolute, and unfettered discretion; (iv) the Members may dissolve the Corporation in their sole, absolute, and unfettered discretion; and (v) the Members may not be removed. Upon the death, Disability, or resignation of status as a Member of either David Shaheen or Linda Shaheen (but not both), the remaining Member shall serve as the sole Member of the Corporation until the earlier of his or her death, Disability, or resignation, and shall possess all of the powers and authority previously granted to the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, (i) the concept of Members of the Corporation shall be eliminated; and (ii) the Board of Directors shall succeed to all powers and authority previously granted to the Members.

The names and addresses of the Members of the Corporation are:

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

The Members shall act unanimously. Until the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, the Chairman of the Board has the right to cast a tie-breaking vote in the event a vote of the Members results in a tie. A Member of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation.

C. Article VII is hereby deleted in its entirety as it presently exists, and the following is substituted in lieu thereof:

ARTICLE VII

Amendments to Articles and Bylaws

Until the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, 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. At all times subsequent to the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, 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 Board of Directors.

D. Article VIII is hereby deleted in its entirety as it presently exists, and the following is substituted in lieu thereof:

ARTICLE VIII

Dissolution

Until the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, dissolution of this Corporation shall occur only upon the unanimous vote of the Members. At all times subsequent to the death, Disability, or resignation of status as a Member of both David Shaheen and Linda Shaheen, dissolution of this Corporation shall occur only upon the vote of a simple majority of Directors then-serving on the Board of Directors. Contemporaneously with any dissolution of this Corporation, after (i) discharging all liabilities and obligations of this Corporation (or making adequate provision therefor); (ii) the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation, and (iii) taking any other action required by law, any remaining assets of this Corporation shall be distributed to any one or more organizations selected by vote of a simple majority of Directors then-serving on 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.

E. Article IX is hereby deleted in its entirety as it presently exists, and the following is substituted in lieu thereof:

ARTICLE IX

Registered Office and Agent

The street address of the registered office of the Corporation is Berger Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the Registered Agent of the Corporation is Mitchell W. Berger, Esq..

5. The Original Articles, as amended by the Restated Articles, shall remain otherwise unaffected by such amendments.
6. The above Articles of Amendment were adopted on May 26, 2017.
7. The above Articles of Amendment shall be effective immediately upon filing with the Florida Department of State.

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8. The above Articles of Amendment were adopted by the unanimous vote of Members in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned Members of the Corporation have executed these Articles of Amendment to Restated Articles of Incorporation this 26th day of June, 2017.



DAVID SHAHEEN

Member



LINDA SHAHEEN

Member