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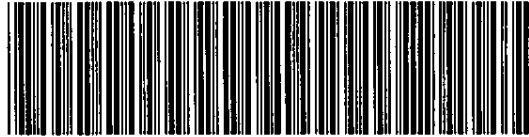
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SEP 29 2015



September 22, 2015

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

**RE: PEACOCK FOUNDATION, INC.  
DOCUMENT NUMBER 703788  
AMENDED ARTICLES OF INCORPORATION**

Dear Sir/Madam:

Enclosed are an original and one copy of the fully executed and notarized THIRD AMENDED ARTICLES OF INCORPORATION OF PEACOCK FOUNDATION, INC. A CORPORATION NOT FOR PROFIT and check#1147 in the amount of \$43.75.

Please file the original among the corporate records of the State of Florida. Please return a certified copy to:

Mrs. Joëlle Allen  
Peacock Foundation, Inc.  
100 SE Second Street, Suite 2370  
Miami, Florida 33143

The enclosed check, payable to the Florida Department of State, is in payment of the following:

\$35.00	Filing Fee
<u>8.75</u>	Certified Copy Fee
\$43.75	TOTAL

If I may be of assistance, please do not hesitate to call. Your attention to this matter is appreciated.

Sincerely,

Joëlle Allen

Enclosures

cc: Robin Reiter-Faragalli, President, Peacock Foundation, Inc.

THIRD AMENDED  
ARTICLES OF INCORPORATION  
OF  
PEACOCK FOUNDATION, INC.  
A CORPORATION NOT FOR PROFIT

15 SEP 25 PM 3:08

TALLAHASSEE, FLORIDA

Incorporated under Charter dated December 15, 1947, in Dade County, Florida, under Chapter 617 Florida Statutes of 1941; and reincorporated under the Amended Articles of Incorporation, under Chapter 617 Florida Statutes of 1959 as amended; and further amended pursuant to §617.02 of Florida Statutes of 1969, to include provisions required by the Internal Revenue Code of 1954, as amended.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the Corporation shall be:

PEACOCK FOUNDATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

100 SE 2<sup>nd</sup> Street, Suite 2370  
Miami, Florida 33131

ARTICLE III  
GENERAL NATURE OF BUSINESS

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 of 1986, as amended from time to time (herein referred to as the "Code"), or corresponding section of any future Federal tax laws.

The general nature, object, purpose and powers of the Corporation shall be:

A. To do benevolent and charitable acts; to assist the needy and underprivileged; to assist persons, children and families who are neglected; to expend funds for educational purposes.

B. To make gifts or contributions to charitable corporations, trusts, funds or foundations; hospitals, wards or departments thereof; schools, churches, Sunday schools and religious or civic organizations; orphanages or homes for the aged or infirm; Federal, State and local governments or sub-divisions thereof; and to further medical or scientific research.

C. To conduct benefits, social functions and other forms of entertainment or business for the promotion and advancement of the benevolent and charitable purposes of the Corporation.

D. To make contributions to any organization as described in §501(c)(3) of the Code, with the exception of the organization testing for public safety.

E. In general, to carry out the purposes described in Paragraphs A, B, C and D hereof, to raise funds through contributions and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

#### ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 III hereof.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent 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; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, State, or local laws.

C. The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in ' 503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of ' 504 of the Code.

## ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

A. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, option or otherwise dispose of and deal in any bonds, securities, evidences of indebtedness or personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, option or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership; however, said activities shall at all times be subservient to and in furtherance of the charitable religious, educational and scientific purposes of the Corporation.

B. To receive contributions, gifts, bequests and devises, and to accept transfers and assignments of money, real or personal property, from any person, trust, firm, corporation or association, subject to such conditions, charges and retained, reserved or contracted for estates, life estates, interests, annuities, or periodic payment obligations as may exist or be agreed upon, the foregoing to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular or irregular contributions to the Corporation for its objects and purposes.

C. To establish and maintain an office or offices, and to employ such assistance, clerical force, agents and employees as may be necessary and proper in the judgment of the Board of Directors; and to pay reasonable compensation for services performed by persons so retained or employed, including Directors and officers of the Corporation, and to reimburse out of earnings or capital, such persons for expenses they may pay or incur while acting for the Corporation and in furtherance of its purposes.

D. To distribute, from time to time in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions and other property received by it, including net earnings on its property and investments, but only in carrying out the objects of the Corporation and in the furtherance of its purposes; and to distribute and apply its earnings and property, as aforesaid, either directly for the Corporation's purposes, or indirectly therefor by means of contributions or gifts to corporations, trusts, funds, associations or other organizations organized exclusively for such purposes and no part of whose net earnings shall or may inure to the

benefit of any private Director, shareholder or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation.

E. To contract and be contracted with, including, without limitation, the power to borrow or lend money, to mortgage, pledge, option or hypothecate assets; in connection with any authorized transaction; to execute or issue and deliver any appropriate document or writing, including, without limitation, bonds, debentures, notes, checks, leases, deeds, options, assignments and bills of sale, and to sue and be sued.

F. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

G. To adopt and use a corporate seal, if desired and deemed necessary, but this shall not be compulsory unless required by law.

H. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed and in general to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

J. All of the above and the foregoing are to be construed both as objects and powers and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation, except that no part of the net earnings of the Corporation shall in any manner, including any dissolution, inure to the benefit of any Director, officer, employee, person or persons having a personal or private interest in the affairs of the Corporation, and the Corporation shall have no power to issue stock or in any manner constitute any individual or individuals as shareholders in the sense that any part of the net income of the

Corporation would inure to the benefit of such shareholder or shareholders. Upon any dissolution of the Corporation, the assets, after payment of debts and charges and reasonable necessary expenses of dissolution, shall be distributed, pursuant to law, whether by court decree or in such other manner as may now or hereafter be authorized by statute to or in furtherance of the benevolent or charitable purposes in these Third Amended Articles of Incorporation or to one or more organizations which would then qualify under §501(c) (3) of the Internal Revenue Code of 1954 and Regulations now existing or as they may be hereafter amended, provided such organization or organizations be described in §170(b) (1) (A) [other than in clauses (vii) or (viii)], each having been in existence and so described for a continuous period of at least sixty calendar months.

#### ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

#### ARTICLE VII TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE VIII MEMBERSHIP AND DIRECTORS

The number of Directors of the Corporation shall be not less than three (3) or more than seven (7) and as fixed from time to time by the Directors. Any adult of good character, integrity and prudence is qualified for Directorship and may be elected at any annual or special meeting of Directors held for that purpose by a vote of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Directors shall be elected until their respective successors are elected and have qualified. No Director shall be personally liable to the creditors of the Corporation for any of the debts or liabilities of the Corporation. No Director shall be liable to any assessment. No Director shall have the right to sell or transfer his or her Directorship or his or her rights or privileges as such, or to substitute another person as a Director in his or her place. Any person ceasing to be a Director, whether voluntarily or by expulsion or by death, shall forfeit all rights and privileges of Directorship. The Board of Directors, by a majority vote, shall have the right and power to expel any Director of the Corporation with or without cause. Provisions for special meetings of Directors shall be made in the By-Laws of the

Corporation. The annual meeting of Directors shall be held during the first quarter of each calendar year, at a time and place to be determined by the Board of Directors, or on such other day in lieu thereof as may be provided for in the By-Laws or by the Board of Directors acting pursuant to the By-Laws.

The names and addresses of the current Directors who shall continue to serve as the Board of Directors until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Robin Reiter-Faragalli	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Charles P. Sacher	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Jan Griffin	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Jorge Echenique, M.D.	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Melanie Ink Broeker	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Donald Kress	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131
Joëlle Allen	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131

#### ARTICLE IX SUBSCRIBERS

The name and address of each subscriber of these Third Amended Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robin Reiter-Faragalli	100 SE 2 <sup>nd</sup> Street, Suite 2370 Miami, Florida 33131



Charles P. Sacher

100 SE 2<sup>nd</sup> Street, Suite 2370  
Miami, Florida 33131

ARTICLE X  
BY-LAWS AND AMENDMENTS

A. The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

B. The provisions of these Third Amended Articles of Incorporation may be amended, altered or rescinded by a majority vote of the Board of Directors of the Corporation.

ARTICLE XI  
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

PEACOCK FOUNDATION, INC. desiring to amend its Articles of Incorporation to reflect its revised organization documents as recorded under the laws of the State of Florida has previously designated the following as its registered office 100 SE 2<sup>nd</sup> Street, Suite 2370, Miami, Miami-Dade County, Florida 33131, and has named Joëlle Allen as its current Registered Agent who is located at such address.

ARTICLE XII  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in '501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XIII  
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

Because the Internal Revenue Service has determined that the Corporation is a private foundation as defined in '509(a) of the Code, the following provisions shall become operative:

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by '4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

B. The Corporation shall not engage in any act of self-dealing as defined in '4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

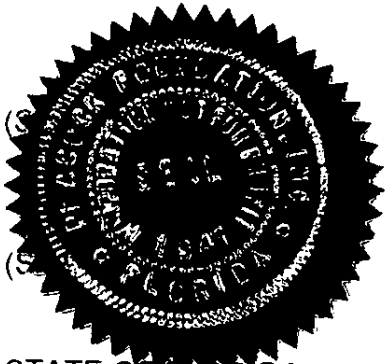
C. The Corporation shall not retain any excess of business holdings as defined in '4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

D. The Corporation shall not make any investments in such manner as to subject it to tax under '4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

E. The Corporation shall not make any taxable expenditures as defined in '4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Pursuant to the provisions of section 617.1007, Florida Statutes, PEACOCK FOUNDATION, INC., under its corporate seal and the hands of its President and Secretary-Treasurer, hereby certifies that the Board of Directors of the Corporation, at a meeting called and held on June 5, 2015, adopted the these Third Amended Articles of Incorporation of PEACOCK FOUNDATION, INC.

WITNESS OUR HANDS AND SEALS this 5 day of June, 2015.



*Robin Reiter-Faragalli*

Robin Reiter-Faragalli, President

*Charles P. Sacher*

Charles P. Sacher, Secretary-Treasurer

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

) SS:

BEFORE ME, the undersigned authority, personally appeared Robin Reiter-Faragalli, as President of PEACOCK FOUNDATION, INC., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 5 day of June 2015.



Notary Public, State of Florida at Large

My commission expires: August 14, 2018

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, as Secretary-Treasurer of PEACOCK FOUNDATION, INC., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 5 day of June, 2015.



Notary Public, State of Florida at Large

My commission expires: August 14, 2018



BARBARA QUESADA  
MY COMMISSION # FF 147853  
EXPIRES: August 14, 2018  
Bonded Thru Budget Notary Services

## ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for PEACOCK FOUNDATION, INC. at place designated in ARTICLE XIII of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)  
Joëlle Allen, Registered Agent