

759797

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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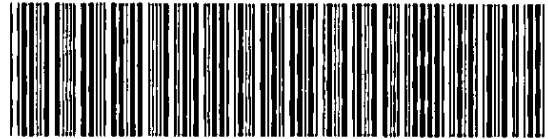
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Ted Arison Family Foundation USA

DOCUMENT NUMBER: 759797

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hillary K. Rodriguez, Esq.
(Name of Contact Person)

SAFO, LLC
(Firm/ Company)

20900 NE 30th Ave, Suite 1015
(Address)

Aventura, FL 33100
(City/ State and Zip Code)

hillary@safousa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Hillary Rodriguez at 305-891-0017
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
- 2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2019

HILLARY K. RODRIGUEZ, ESQ.
SAFO, LLC
20900 NE 30TH AVE - STE. 1015
AVENTURA, FL 33100

SUBJECT: THE TED ARISON FAMILY FOUNDATION USA, INC.
Ref. Number: 759797

We have received your document for THE TED ARISON FAMILY FOUNDATION USA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

We have no record of amended and restated filed with our office.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 819A00001581

Hillary K. Rodriguez, Esq
20900 NE 30th Avenue, Suite 1015
Aventura, FL 33180

Via Federal Express - Overnight

February 18, 2019

Irene Albritton
Regulatory Specialist II
Division of Corporations
Clifton Building
2661 Executive Center Cir W
Tallahassee, FL 32301

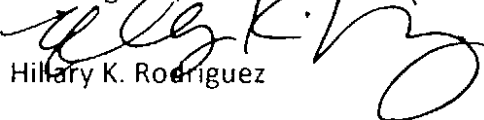
Re: THE TED ARISON FAMILY FOUNDATION USA, INC.
Ref. Number: 759797

Dear Ms. Albritton:

Pursuant to your request, please find enclosed the Amended and Restated Articles of Incorporation for The Ted Arison Family Foundation USA, Inc.

Please contact me at 305-891-0017 if you should need anything further for filing.

Kind regards,


Hillary K. Rodriguez

enclosure

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SEC
ALL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE TED ARISON FAMILY FOUNDATION USA, INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), The Ted Arison Family Foundation USA, Inc., a Florida Not For Profit corporation (formerly the Arison Foundation, Inc., Charter Number 759797), does hereby certify that:

A. No member approval was required for such Amended and Restated Articles of Incorporation.

B. These Amended and Restated Articles of Incorporation were duly adopted by a majority vote of its Board of Trustees by a Special Meeting on December 18, 2018; and

C. The intention of these Amended and Restated Articles of Incorporation is that they shall supersede the original Articles of Incorporation of Arison Foundation, Inc., dated July 28, 1981, and the Articles of Amendment of Arison Foundation, Inc. dated May 24, 2001, in their entirety.

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be THE TED ARISON FAMILY FOUNDATION USA, INC., with a principal address of 20900 NE 30th Avenue, Suite 1015, Aventura, Florida, 33180, hereinafter referred to as the "Corporation".

ARTICLE II

PURPOSES

(a) The general nature of the objects and purposes of the Corporation shall be exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or are hereafter amended (the "Code"), and in furtherance thereof to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the trustees would best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, officers or members or any private individual.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of testing for public safety or shall consist of the carrying on of propaganda, or otherwise attempting to

influence legislation, and the Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute 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 Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed under Section 4941(a) of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code which would give rise to any liability for the tax imposed by Sections 4943(a) or (b) of the Code or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed by Sections 4944(a) or (b) of the Code or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed by Section 4945(a) of the Code or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried

on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055 and 2522 of the Code.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE III

CORPORATE POWERS

The Corporation shall have and may exercise all powers accorded to corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article II above.

ARTICLE IV

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE V

MEMBERS

The Corporation shall have members, subject to the terms and conditions set forth in the Bylaws of the Corporation.

ARTICLE VI

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VII

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees, subject to the terms and conditions set forth in the Bylaws of the Corporation.

ARTICLE VIII

ADOPTING, ALTERING AND RESCINDING OF BYLAWS

The power to alter, amend or rescind Bylaws or to adopt new Bylaws of the Corporation shall be vested in the Board of Trustees, by vote of a majority of the Trustees serving at the time of any such vote; provided, however, that all Bylaws adopted by the Board of Trustees may be altered, amended or rescinded by majority vote of the members of the Corporation. Any such vote shall be valid if it complies with the provisions of the Bylaws in effect during such term pertaining to actions by the Board of Trustees or the members, respectively. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

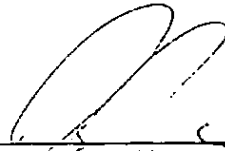
Amendments to the Articles of Incorporation may be proposed and adopted in the same manner as is above set forth for the amendment, alteration and rescission of the Corporation's Bylaws.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 20900 NE 30th Avenue, Suite 1015, Aventura, Florida, 33180, and the Corporation's registered agent is SAFO LLC, 20900 NE 30th Avenue, Suite 1015, Aventura, FL 33180.

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Trustees of the Corporation has executed these Amended and Restated Articles of Incorporation of The Ted Arison Family Foundation USA, Inc. as of the 18th day of December, 2018.

A handwritten signature in black ink, appearing to read 'J. Arison', is written over a horizontal line.

JASON ARISON, President and Chairman of the
Board of Trustees