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*Amended & Restated*

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Holocaust Memorial Resource & Education Center of Florida, Inc.

DOCUMENT NUMBER: 764997

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

Please return all correspondence concerning this matter to the following:

Stacey Weiss  
(Name of Contact Person)

Holocaust Memorial Resource & Education Center of Florida, Inc.  
(Firm/ Company)

851 N. Maitland Ave.  
(Address)

Maitland, Florida 32751  
(City/ State and Zip Code)

sweiss@holocaustedu.org  
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Stacey Weiss at 407 628-0555  
(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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HOLOCAUST MEMORIAL RESOURCE & EDUCATION CENTER  
OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

PURSUANT TO RESOLUTIONS ADOPTED BY A SUFFICIENT VOTE OF THE BOARD OF DIRECTORS AND MEMBERS OF THE HOLOCAUST MEMORIAL RESOURCE & EDUCATION CENTER OF FLORIDA, INC., THE ARTICLES OF INCORPORATION, AS PREVIOUSLY AMENDED, OF THE HOLOCAUST MEMORIAL RESOURCE & EDUCATION CENTER OF FLORIDA, INC. ARE HEREBY AMENDED AND RESTATED AS FOLLOWS:

**ARTICLE I** - NAME OF CORPORATION

The name of this corporation shall be Holocaust Memorial Resource & Education Center of Florida, Inc. (hereinafter the "Corporation").

**ARTICLE II** – ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office and mailing address of the Corporation is 851 North Maitland Avenue, Maitland, Florida 32751.

**ARTICLE III** – PURPOSES AND POWERS OF THE CORPORATION

The Corporation is organized for the following purposes exclusively for charitable purposes:

1. To encourage and foster the study of the historical and moral lessons and continuing relevance to contemporary society of The Holocaust (i.e., the systemic genocide by the Nazis of six million Jews and millions of other innocent persons).
2. In furtherance thereof, to establish and maintain a local resource and education center devoted to the collection and dissemination of educational information about this tragic episode in world history.
3. To use the history and lessons of the Holocaust to build a just and caring community free of antisemitism and all forms of prejudice and bigotry. Through our extensive outreach of educational and cultural programs and exhibits, to use the lessons of the Holocaust as a tool. To teach the principles of good citizenship to people of all ages, religions, races, sexual orientations, abilities and backgrounds.
4. To transact any and all lawful business in connection with the foregoing purposes; provided, however, that the Corporation shall engage in no activities which: (a) would cause the

Corporation to cease to be a corporation not for profit under Chapter 617, Florida Statutes; or (b) would cause the Corporation to cease to be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter the "Code"); and (c) are not permitted to be carried on by corporations contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV – NO MEMBERS**

The Corporation shall have no members.

**ARTICLE V – BOARD OF DIRECTORS**

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors.

The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be no less than three (3) and no more than the number provided for in the Bylaws.

**ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 851 North Maitland Avenue, Maitland, Florida 32751, and the name of the registered agent of the Corporation at that address is Talli Dippold, Chief Executive Officer. The Board of Directors may from time to time designate a new registered office and registered agent.

**ARTICLE VII – INCORPORATOR**

The name and street address of the original incorporator of the Corporation are: Mrs. Tess Wise, 1501 Anchor Court, Orlando, Florida 32804.

**ARTICLE VIII – INDEMNIFICATION**

The Corporation shall indemnify any officer or director of the Corporation, or any former officer or director of the Corporation, to the fullest extent permitted by law.

**ARTICLE IX – TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE X – INUREMENT; LOBBYING**

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. No substantial part of the activities of the Corporation shall be used for the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office).

#### ARTICLE XI - DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended at any time thereafter by a majority vote of the directors then in office, provided that written notice of the proposed amendment is provided to the directors at least ten (10) days prior to the meeting at which such amendment is considered.

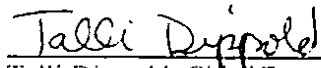
IN WITNESS WHEREOF, the undersigned President has made and subscribed these Amended and Restated Articles of Incorporation this 23<sup>rd</sup> day of March, 2023.



\_\_\_\_\_  
Monte Starr, President

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.



\_\_\_\_\_  
Talli Dippold, Chief Executive Officer

Date: March 23 2023

