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JUL 19 2018

FILED
18 JUL 16 PM 4:00
CLERK OF COURT
JULIA HARRIS

Amended
&
Restated

SCHELLBRAY

SCHELL BRAY PLLC
Attorneys and Counselors at Law

WRITER'S DIRECT DIAL NUMBER

336.370.8815

WRITER'S EMAIL ADDRESS

BRICH@SCHELLBRAY.COM

July 12, 2018

Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

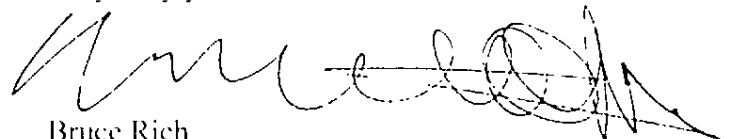
Re: The Osman Foundation, Inc.

Ladies and Gentlemen:

On behalf of The Osman Foundation, Inc., a Florida not for profit corporation, I enclose for filing in your office their Amended and Restated Articles of Incorporation; and a check in the amount of \$35.00 in payment of the filing fee. Kindly return evidence of filing to me at the address shown below or by email at brich@schellbray.com.

Thank you.

Very truly yours,



Bruce Rich
Corporate Paralegal

Enclosure

PAUL H. LIVINGSTON, JR.
THOMAS C. WATKINS
MICHAEL H. GODWIN
BARBARA R. CHRISTY
JENNIFER L.J. KOENIG
HOLLY H. ALDERMAN
MARY T. CAIR
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ANDREW D. STEFFENSEN
PETER G. MATLOCK

OF COUNSEL
DORIS R. BRAY

BRAXTON SCHELL
(1924-2008)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE OSMAN FOUNDATION, INC.**

FILED
18 JUL 16 PM 4:00
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Pursuant to Sections 617.1001, 617.1002, 617.1006, and 617.1007 of the Florida Statutes, the undersigned officer of The Osman Foundation, Inc. (the "Corporation") hereby submits the following for the purpose of amending and restating its Articles of Incorporation:

1. The name of the Corporation is and shall continue to be THE OSMAN FOUNDATION, INC.
2. The Corporation's articles of incorporation are hereby amended and restated in their entirety by the Amended and Restated Articles of Incorporation attached hereto.
3. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on 6/20/18. The Corporation has no members or members entitled to vote on the Amended and Restated Articles of Incorporation.
4. These Articles will be effective upon filing.

This the 20th day of June, 2018.

THE OSMAN FOUNDATION, INC.

By: Lois Osman

Name: Lois Osman

Title: Secty / Treasurer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE OSMAN FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I
NAME

The name of the corporation is The Osman Foundation, Inc. (the "Corporation").

ARTICLE II
PURPOSES AND LIMITATIONS

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (the "Code"). In furtherance of these purposes, the Corporation may: (i) operate directly for the active conduct of activities constituting these exempt purposes, (ii) make distributions to other organizations or individuals for use by the recipients in support of such purposes, and (iii) receive and maintain a fund or funds of assets, including real and personal property. Specifically, in furtherance of the foregoing, the Corporation is authorized to provide assistance to disadvantaged children and individuals, helping them reach their full potential and become contributing citizens of the world.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or any "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code; provided, however, 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 these Articles of Incorporation. No substantial part of the activities of the Corporation shall be 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.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or
- (2) By a corporation, contributions to which are deductible under Sections 170(c)(2) and 2055 of the Code.

ARTICLE III MEMBERS/BOARD OF DIRECTORS

The Corporation shall have no members.

At all times, the affairs and management of the Corporation shall be under the direction of a Board of Directors. The method of election of directors shall be set out in the bylaws of the Corporation.

ARTICLE IV AMENDMENTS TO ARTICLES OF INCORPORATION

Any amendment to the Articles of Incorporation shall be approved by the Board of Directors (i) at a duly called meeting of the Board of Directors by a majority of the members of the Board of Directors present at such meeting at which there is a quorum, or (ii) by written consent signed by all of the members of the Board of Directors.

ARTICLE V PRINCIPAL OFFICE, REGISTERED AGENT, AND REGISTERED OFFICE

The principal office of the Corporation is located at the following address:

2456 Bay Isle Court
Weston, Florida 33327

The registered agent of the Corporation is Steven A. Davis and the registered office of the Corporation is located at the following address:

Kaufman, Rossin & Co., P.A.
2699 Bayshore Drive
Suite 300
Miami, Florida 33133

ARTICLE VI
DISSOLUTION

In accordance with the provisions of the Corporation's bylaws, upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or to U.S. federal, state or local governments for a public purpose. The Board of Directors of the Corporation shall approve the Corporation's dissolution pursuant to the provisions of the bylaws.

ARTICLE VII
IDENTIFICATION OF INCORPORATORS

The Corporation was incorporated on December 5, 1983 by the following incorporators:

Mitchell A. Yelen	2699 South Bayshore Drive Miami, Florida 33133
Shelia Magerman	2699 South Bayshore Drive Miami, Florida 33133
Miquel G. Farra	2699 South Bayshore Drive Miami, Florida 33133