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T-320 P.01/08 E-708

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RUBIN AND GLADYS WOLLOWICK FOUNDATION, INC.

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TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RUBIN AND GLADYS WOLLOWICK FOUNDATION, INC.
(a Not For Profit Corporation)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Rubin and Gladys Wollowick Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed on December 1, 1983. The Corporation's document number is N00285.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

NAME

The name of the Corporation is Rubin and Gladys Wollowick Foundation, Inc., a Florida not-for-profit corporation.

ARTICLE II

PURPOSES

The Corporation is organized to operate exclusively for charitable 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, or the corresponding section of any future federal tax code, including such of those tax-exempt charitable

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organizations whose primary purposes are dedicated to education or research for mental illness, mental health, religious education or heart disease.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and shall have such other powers as are granted to not-for-profit corporations under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 II hereof.

B. No substantial part of the activities of the Corporation shall consist of 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. 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

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on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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ARTICLE V

TERM OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE VI

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE VII

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VIII

BOARD OF DIRECTORS

The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation; provided, however, that the number of directors shall not be fewer than three (3). All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE IX

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, principal address, and mailing address of the Corporation is c/o Golomb, Schwartz & Cove, P.A., 9050 Pines Blvd., Suite 386, Pembroke Pines, Florida 33024.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Corporation is Eric L. Golomb, and the street address of the registered office of the Corporation is 9050 Pines Blvd., Suite 386, Pembroke Pines, Florida 33024.

ARTICLE XI

AMENDMENTS

The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to

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the Articles of Incorporation, and provided further that: (i) if Janet Amy Wollowick is then living, her approval shall be required for any amendment, alteration, repeal, or restatement of the Articles of Incorporation, or any provisions thereof, to be effective, and (ii) if Sandra Lois Lowe is then living, her approval shall be required for any amendment, alteration, repeal, or restatement of the Articles of Incorporation, or any provisions thereof, to be effective.

Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors, provided that: (i) if Janet Amy Wollowick is then living, her written joinder to the unanimous written consent shall be required for any amendment, alteration, repeal, or restatement of the Articles of Incorporation, or any provisions thereof, to be effective, and (ii) if Sandra Lois Lowe is then living, her written joinder to the unanimous written consent shall be required for any amendment, alteration, repeal, or restatement of the Articles of Incorporation, or any provisions thereof, to be effective.

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Members and Directors of the Corporation on April 15, 2010, and the number of votes cast for the amendment and restatement was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned, being all of the Officers of the Corporation,
have executed these Amended and Restated Articles of Incorporation as of April 15, 2010.

OFFICERS:

By: *Janet Amy Wollowick*
Janet Amy Wollowick

By: _____
Sandra Lois Lowe

IN WITNESS WHEREOF, the undersigned, being all of the Officers of the Corporation,
have executed these Amended and Restated Articles of Incorporation as of April 15, 2010.

OFFICERS:

By: _____
Janet Amy Wollowick

By: Sandra Lois Lowe
Sandra Lois Lowe