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# NO1000006085

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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THE FLORIDA VENTURE FORUM FOUNDATION, INC.

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

July 30, 2002

THE FLORIDA VENTURE FORUM FOUNDATION, INC.  
2121 PONCE DE LEON BLVD., SUITE 720  
CORAL GABLES, FL 33134

SUBJECT: THE FLORIDA VENTURE FORUM FOUNDATION, INC.  
REF: N01000006085

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell  
Corporate Specialist

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( See Article VIII )

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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

July 30, 2002

THE FLORIDA VENTURE FORUM FOUNDATION, INC.  
2121 PONCE DE LEON BLVD., SUITE 720  
CORAL GABLES, FL 33134

SUBJECT: THE FLORIDA VENTURE FORUM FOUNDATION, INC.  
REF: NO1000006085

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E02000173196  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H02000173196 5

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE FLORIDA VENTURE FORUM FOUNDATION, INC.  
(A Florida Corporation Not For Profit)**

**FILED**  
02 JUL 31 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this Corporation is THE FLORIDA VENTURE FORUM FOUNDATION, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**Address**

The address of the principal office and the mailing address of the Corporation shall be as follows:

2121 Ponce de Leon Boulevard, Suite 720  
Coral Gables, Florida 33134

**ARTICLE IV**

**Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V**

**Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of The Venture Forum, Inc., a Florida not-for-profit corporation determined to be exempt from federal income taxation under Section 501(c)(6) of the Code (the "Forum"). In addition, the Corporation may also from time to time make distributions to other entities that are exempt from federal income taxation under Section 501(c)(3) of the Code and that further the exempt purposes of both the Corporation and the Forum. If the Forum ceases to be a "qualified organization" (a "qualified organization" is any

H02000173196 5

organization described in Sections 509(a)(1) or (a)(2) of the Code), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation that further the exempt purposes of both the Corporation and the Forum.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

## ARTICLE VI

### Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

## ARTICLE VII

### Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of

directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

#### **ARTICLE VIII** **Members**

The Corporation shall have one member. The member is The Venture Forum, Inc., a Florida corporation, whose address is 2121 Ponce de Leon Boulevard, Suite 720, Coral Gables, Florida 33134. The member has consented to these Amended and Restated Articles of Incorporation of the Corporation.

#### **ARTICLE IX** **Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE X** **Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.

B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future federal tax code.

H02000173196 5

**ARTICLE XI**  
**Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301, and the name of its registered agent at such office is CorpDirect Agents.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation on this 1 day of July, 2002.

THE FLORIDA VENTURE FORUM  
FOUNDATION, INC.

By:   
Jeanne A. Becker, Secretary

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
THE FLORIDA VENTURE FORUM FOUNDATION, INC.**

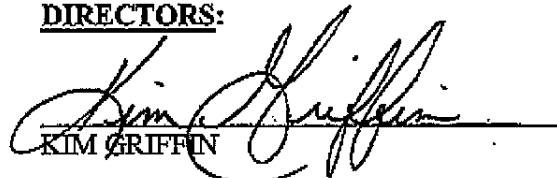
The undersigned, being all of the members of the Board of Directors of <sup>THE</sup>FLORIDA VENTURE FORUM FOUNDATION, INC., a Florida corporation (the "**Corporation**"), pursuant to the provisions of Section 617.0701 of the Florida Not For Profit Corporation Act, do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given, and do hereby adopt, approve and consent to the resolution set forth below, to the same extent and with the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolution.

**RESOLVED**, that the Corporation's Articles of Incorporation are hereby deleted in their entirety and replaced by the Amended and Restated Articles of Incorporation attached hereto as Exhibit A; and be it that the sole member has consented to these amended and restated articles as of July 1st.

**FURTHER RESOLVED**, that the Corporation's Bylaws are hereby repealed and replaced by the Amended and Restated Bylaws attached hereto as Exhibit B.

**IN WITNESS WHEREOF**, the undersigned have duly executed this Unanimous Written Consent as of the 1 day of July, 2002, and the actions contained herein shall be effective as of that date.

**DIRECTORS:**

  
KIM GRIFFIN

  
CARL ROSTON

  
JEANNE A. BECKER