

Division of Corporations

Page 1 of 2

**N0100000 6958****Florida Department of State**

Division of Corporations

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Division of Corporations

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**From:**

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT****ONCE UPON A TREE FOUNDATION, INC.**

Certificate of Status	0
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**CERTIFICATE  
OF  
AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ONCE UPON A TREE FOUNDATION, INC.  
(required by Florida Statutes  
Sections 617.1002 and 617.1007)**

Pursuant to Florida Statutes Sections 617.1002 and 617.1007, the undersigned executes this Certificate for the purpose of amending and restating the original Articles of Incorporation of Once Upon A Tree Foundation, Inc. (the "Corporation"), filed with the Secretary of State, State of Florida on October 2, 2001, effective as of October 1, 2001, and hereby makes, acknowledges and files the Amended and Restated Articles of Incorporation as attached hereto.

The Corporation's Amended and Restated Articles of Incorporation, as attached hereto, were adopted by all of the Directors of the Corporation by the Unanimous Written consent of such Directors on January 15, 2002. The Amended and Restated Articles of Incorporation do not require member approval because the Corporation has no members.

Dated: January 15, 2002

By: 

Henry N. Adorno, Director and President

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ONCE UPON A TREE FOUNDATION, INC.  
(a corporation not for profit)**

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**Article I. Name**

The name of this corporation is Once Upon A Tree Foundation, Inc. (the "Corporation").

**Article II. Principal Office**

The principal place of business and mailing address of the Corporation is:

2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133  
Attention: Henry N. Adorno, Esq.

**Article III. Enabling Law**

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes

**Article IV. Purpose**

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following:

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This Corporation shall cooperate with the Miami-Dade County, Florida public authorities, as well as other state and local municipal governments and government agencies, to preserve, maintain, and beautify publicly owned public parks, open to all in the community and commonly used by various residents of the community as well as visitors from other states and countries. In furtherance thereof, the Corporation may purchase and plant shade trees and benches to be placed under these trees for use by the community and its visitors. The Corporation will thus contribute to the aesthetic enjoyment of the community and beautify the community by planting and maintaining shade trees and benches, thereby insuring the continued use of the park for public recreational purposes. In addition, the trees and benches may be used to form a memorial in remembrance of the tragedy which occurred on September 11, 2001.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

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D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

#### **Article V. Duration**

The Corporation shall commence its existence on October 1, 2001 and is to exist perpetually.

#### **Article VI. Membership**

Initially the Corporation shall have no members but the Board of Directors may determine by majority vote at any time if the Corporation shall have members. If the Corporation shall have members, the number of members, their qualifications and the manner of their admission shall be prescribed from time to time by the Board of Directors in an amendment to the Bylaws of the Corporation.

#### **Article VII. Initial Board of Directors**

The Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws.

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The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Henry N. Adorno  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

Bruce Greer  
c/o Fairchild Tropical Garden  
10901 Old Cutler Road  
Coral Gables, Florida 33156

Brenda Marshall  
7900 Red Road  
Suite 25  
South Miami, Florida 33143

#### Article VIII. Incorporator

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Henry N. Adorno	Adorno & Zeder, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

#### Article IX.- Registered Office and Agent

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Dennis J. Olle, Esq.  
Adorno & Zeder, P.A.  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

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**Article X.-Mailing Address**

The mailing address of the corporation is:

Once Upon A Tree Foundation, Inc.  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

**Article XI.-Bylaws**

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

The foregoing Amended and Restated Articles of Incorporation were adopted by all of the Directors of the Corporation by the Unanimous Written consent of such Directors on January 15, 2002. These Amended and Restated Articles of Incorporation do not require member approval because the Corporation has no members.

Dated: January 15, 2002

By:   
Henry M. Adorno, Director and President

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