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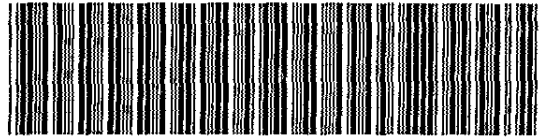
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03 DEC 11 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
12/18/03

The Lee Millman Respite Care Foundation, Inc.
c/o Goldberg Jacobs & Company, LLP
2161 Palm Beach Lakes Blvd.
Suite 450
West Palm Beach, Florida 33409
561-615-8585
561-615-8888 facsimile

December 8, 2003

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

Re: Amended Articles of Incorporation

Enclosed is the Articles of Amendment Form , the amended articles and a \$43.75 check payable to the Department of State.

Thank you in advance for your prompt attention to this matter.

If you have questions please call.

Sincerely,

A handwritten signature in black ink, appearing to read "Marilyn Lew-Jacobs", with a long, sweeping horizontal line extending to the right.

Marilyn Lew-Jacobs
Treasurer

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

The Lee Millman Respite Care Foundation, Inc.

(present name)

N03000008748

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Article 5 Distribution of Assets Upon Dissolution

SECOND: The date of adoption of the amendment(s) was: December 8, 2003

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Marilyn Lew-Jacobs

Typed or printed name

Treasurer

Title

December 8, 200

Date

FILED
03 DEC 11 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF
THE LEE MILLMAN RESPITE CARE FOUNDATION, INC.**

(A Corporation Not for Profit)

We, the undersigned, acting as incorporators of a corporation being natural people of the age of twenty-one years or more and citizens of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

**ARTICLE 1.
NAME OF CORPORATION**

The name of the corporation shall be:

THE LEE MILLMAN RESPITE CARE FOUNDATION, INC.

**ARTICLE 2.
DURATION**

The period of the duration of this corporation shall be twenty-five years and will be dissolved according to law. The effective date shall be the date of filing with the Florida Secretary of State.

**ARTICLE 3.
PURPOSES, POWERS & LIMITATIONS**

- a. The corporation is organized on a non-stock basis exclusively for charitable set forth in 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), without regard to race, color or creed, and the corporation shall have such powers as are necessary or proper to accomplish such purposes. The corporation shall operate a respite care program for the benefit of low-income caregivers of people with memory disorders related to Alzheimer's.
- b. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Sec. 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

- c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's 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 contributions in furtherance of the purposes set forth in this article.
- d. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- e. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) that would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment that would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE 4.

BOARD OF DIRECTORS

- a. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designed as a board of directors. The number of directors may be varied from time to time, by the bylaws, but shall never be less than three (3).
- b. At any time that any one of the directors dies, resigns or suffers from incapacity or otherwise, the remaining directors are empowered to appoint a replacement director, who, within thirty (30) days of being designated, shall file a sworn statement with the remaining directors agreeing to serve as a director and to abide by the provisions of the Corporate Charter, By-Laws and any Amendments thereto.
- e. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

NAME**ADDRESS**

Dr. David Loewenstein

3985 SW 148th Terrace
Miramar, Florida 33027

Ethel Glass

620 NE 195th Street
North Miami Beach, Florida 33179

Marilyn Rebecca Jacobs

16 Bermuda Lake Drive
Palm Beach Gardens, Florida 33418**ARTICLE 5
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution, the residual assets of the organization shall be turned over to the Wein Center at Mount Sinai Hospital to utilize for a special project to be selected by majority vote of the serving directors. In no way shall the residual assets be commingled with the Mount Sinai Foundation or utilized to offset administrative expenses. If the aforementioned organization does not exist the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Places of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 6
INCORPORATORS**

The name and address of the incorporators are:

NAME**ADDRESS**

Dr. David Lowenstein

3985 SW 148th Terrace
Miramar, Florida 33027

Ethel Glass

620 NE 195th Street
North Miami Beach, Florida 33179

Marilyn Rebecca Jacobs

16 Bermuda Lake Drive
Palm Beach Gardens, Florida 33418

**ARTICLE 7
REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be c/o Marilyn Rebecca Jacobs, 2161 Palm Beach Lakes Blvd. Suite 450, West Palm Beach, Florida 33409, and the name of its initial registered agent shall be Marilyn Rebecca Jacobs.

**ARTICLE 8
ADDRESS**

The address of the principal office of the corporation is c/o Marilyn Rebecca Jacobs, 2161 Palm Beach Lakes Blvd. Suite 450, West Palm Beach, Florida 33409.

**ARTICLE 9
BY-LAWS**


1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its charitable purpose as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of the directors present at a regular meeting or any special meeting called for that purpose.

**ARTICLE 10
AMENDMENTS**

These Articles of Incorporation may be amended only by unanimous approval of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation this 2, day of December 2003.


Marilyn-Lew-Jacob