

Division of Corporations

Page 1 of 1

N0400000 4756

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000060844 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : FILLINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

BASIC AMENDMENT**THE ISRAEL, ROSE, HENRY AND ROBERT WIENER CHARITABLE**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07-08 |
| Estimated Charge | \$35.00 |

RECEIVED

05 MAR 18 AM 10:03

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 18 PM 3:03

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

04-3/18
Amended
Filing

#05000060844

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
THE ISRAEL, ROSE, HENRY AND ROBERT WIENER
CHARITABLE FOUNDATION, INC.
(A Florida Corporation Not For Profit)**

FILED
05 MAR 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

- A. The name of the Corporation is THE ISRAEL, ROSE, HENRY & ROBERT WIENER CHARITABLE FOUNDATION, INC. (hereinafter called the "Corporation").
- B. The provisions of this Article I shall never be amended, rescinded, modified, added to or changed, directly or indirectly, in any manner whatsoever, except as provided in paragraph (c) of Article XIII.

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: 6335 SW 107th Street, Miami FL 33156.

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 exclusively for charitable, religious, educational and/or scientific 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 corresponding section of any future federal tax code.

#05000060844

H05000060844

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.

ARTICLE VIII

Initial Board of Directors

H05000060844

H05000060844

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

H05000060844

HO5000060844

Joan Rozansky
6335 SW 107th Street
Miami, FL 33156

Glenn Rozansky
6335 SW 107th Street
Miami, FL 33156

Lynn Wiener
c/o Joan Rozansky
6335 SW 107th Street
Miami, FL 33156

ARTICLE IX

Members

The Corporation shall not have members.

ARTICLE X

Distribution of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, and after returning, transferring or conveying in accordance with applicable requirements all assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the Corporation, distribute the remaining assets of the Corporation in furtherance of the purposes of the Corporation set forth in Article V hereon. To the extent that the Board of Directors determines, in its discretion, that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article V hereof, the remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

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

HO5000060844

105000060844

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 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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

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 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 Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XII

Bylaws

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, added to or repealed, or new bylaws may be adopted only as provided in the bylaws, or, in the absence of any provision for amendment in the bylaws in effect at any time, by a majority of all votes cast at a meeting of the Board of Directors of the Corporation at which a quorum is present.

105000060844

H05000060844

ARTICLE XIII
Amendment of Articles

A. With the exception of Article I and paragraphs B, C and D of this Article XIII, these Articles of Incorporation may be amended from time to time by resolutions adopted by a majority of votes cast at a meeting of the Board of Directors of the Corporation at which a quorum is present.

B. Article I and paragraphs B, C and D of this Article XIII shall never be amended, rescinded, modified, added to or changed, directly or indirectly, in any manner whatsoever, except as provided in paragraph C of this Article XIII.

C. The provisions of Article I and paragraphs B, C and D of this Article XIII may be amended or changed solely for the purpose of clarifying that the name of the Corporation refers to the family of Robert Wiener and any such amendment or change shall be made only by unanimous vote of all votes cast at a meeting of the Board of Directors of the Corporation attended by all of the directors of the Corporation.

D. If an order or declaration of a court of competent jurisdiction or applicable law shall have the effect of rendering unenforceable the provisions of paragraph B of Article I or paragraph B, C or D of this Article XIII, any amendment or change to Article I or paragraph B, C or D of this Article XIII shall be made only by unanimous vote of all votes cast at a meeting of the Board of Directors of the Corporation attended by all of the directors of the Corporation.

ARTICLE XIV
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 1930 Harrison Street, Suite 209, Hollywood, FL 33020 and the name of its registered agent at such office is Rebecca H. Fischer, Esq.

ARTICLE XV
Incorporator

The name and street address of the person signing these first articles of amendment and restatement of articles of incorporation is the original incorporator, secretary and director:

Name

Joan Rozansky

Address

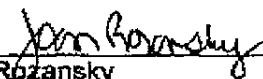
6335 SW 107th Street

Miami, FL 33156

H05000060844

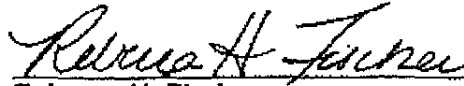
H05000060844

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these First Articles of Amendment and Restatement of Articles of Incorporation as Secretary and Director on this 9th day of March, 2005.


Joan Rozansky
Incorporator, Secretary and Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Israel, Rose, Henry and Robert Wiener Charitable Foundation, Inc. at the place designated in the first articles of amendment and restatement of articles of incorporation, the undersigned is familiar with and accepts the obligations of that position.


Rebecca H. Fischer
Registered Agent

3-10-05
Date

H05000060844

#05000060844

THE ISRAEL, ROSE, HENRY & ROBERT WIENER
CHARITABLE FOUNDATION, INC.
(A Florida Corporation Not For Profit)

ACTION OF DIRECTORS AMENDING AND RESTATING
THE ARTICLES OF INCORPORATION

PURSUANT TO THE AUTHORITY set forth in Sections 617.0821 and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned, being all of the Directors elected subsequent to the filing of the Articles of Incorporation (the "Articles") of THE ISRAEL, ROSE, HENRY & ROBERT WIENER CHARITABLE FOUNDATION, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), hereby unanimously do agree, consent to, adopt and order the corporate actions specifically set forth below.

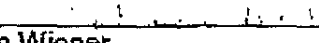
1. Each of the undersigned hereby waives all formal requirements relating to meeting and actions of Directors, including, but not limited to, any requirement that a formal meeting be held and that notice of such be given.
2. The First Amendment and Restatement of Articles of Incorporation of the Corporation in the form attached hereto as Exhibit "A" hereby are approved and adopted and ordered to be filed in the Minute Book of the Corporation as a part of the permanent records of the Corporation.
3. The Secretary hereby is instructed to insert therein this Action of Directors.

IN WITNESS WHEREOF, each of the undersigned Directors has executed the foregoing Organizational Action for the purposes therein expressed this 9th day of March, 2005. *THE ADOPTION DATE WAS 03/09/05*

DIRECTORS:


Joan Rozansky


Glenn Rozansky


Lynn Wiener

#05000060844