

From:

Division of Corporations

03/20/2012 16:35

#558 P.001/008

Page 1 of 1

Florida Department of State
Division of Corporations
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.

(((H12000073374 3)))



H120000733743ABC.

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) 617-6380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (800) 944-6607

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ELLEN & RONALD BLOCK FAMILY FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Restated Art

Electronic Filing Menu

Corporate Filing Menu

Help

From:

03/20/2012 16:36

#550 P.002/006
FILED

((H12000073374 3)))

12 MAR 20 AM 10:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
ELLEN & RONALD BLOCK FAMILY FOUNDATION, INC.

FIRST: Pursuant to the provisions of Section 617.1007, Florida Statutes, the Ellen & Ronald Block Family Foundation, Inc. (the "Corporation"), a Florida Not For Profit Corporation, document number N04000012078, that filed its Articles of Incorporation with the Florida Department of State on December 28, 2004 and filed Articles of Amendment to Articles of Incorporation with the Florida Department of State on January 5, 2010, hereby restates its Articles of Incorporation (the "Articles of Incorporation") to read as follows:

"ARTICLE 1

Name

The name of the corporation is Ellen & Ronald Block Family Foundation, Inc. (the "Corporation").

ARTICLE 2

Corporate Nature

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

ARTICLE 3

Address

The address of the principal office and the mailing address of the Corporation shall be 2 North Breakers Row, Suite S24, Palm Beach, Florida 33480.

ARTICLE 4

Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational 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 (the "Code"). The Corporation may initiate, carry on and otherwise provide direct support only for activities and programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article 4 to organizations organized and operated exclusively for such purposes at

((H12000073374 3)))

((H12000073374 3)))

the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE 5

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 4 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 4 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 4 hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article 4 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 4 hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article 4 hereof.

ARTICLE 6

Management

Subject to such power and authority as is reserved for the Members of the Corporation pursuant to the bylaws of the Corporation, 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 and Board of Directors of the Corporation shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting

((H12000073374 3)))

((H12000073374 3)))

rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE 7

Board of Directors

The number constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Ellen H. Block
2 North Breakers Row
Suite S24
Palm Beach, Florida 33480

Laurie A. Block
2 North Breakers Row
Suite S24
Palm Beach, Florida 33480

Michael H. Block
2 North Breakers Row
Suite S24
Palm Beach, Florida 33480

Susan S. Block Casdin
2 North Breakers Row
Suite S24
Palm Beach, Florida 33480

ARTICLE 8

Members

The Corporation shall have one class of Members.

ARTICLE 9

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 organization 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.

((H12000073374 3)))

((H12000073374 3)))

ARTICLE 10

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 incur reasonable expenses on behalf of the Corporation, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 4 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the 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 Code.

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

ARTICLE 11

Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 2 North Breakers Row, Suite S24, Palm Beach, Florida 33480, and the name of its registered agent at such office is Ellen H. Block.

ARTICLE 12

Incorporator

The name and address of the sole incorporator is Rochelle L. Kaye, Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486."

((H12000073374 3)))

From:

03/20/2012 16:36

#550 P.006/006

((H12000073374 3)))

SECOND: The foregoing restatement of the Articles of Incorporation does not contain an amendment to the Articles of Incorporation requiring Member approval because, at the time of approval, there were no Members of the Corporation. Therefore, the foregoing restatement of the Articles of Incorporation was adopted by Unanimous Written Consent of the Board of Directors of the Corporation dated as of the 23rd day of December, 2011.

THIRD: Because the foregoing restatement of the Articles of Incorporation amends the Articles of Incorporation to add create (1) class of Members of the Corporation, the foregoing restatement of the Articles of Incorporation was acknowledged and consented to by the sole initial Member of the Corporation in an Acknowledgment of Restatement of Articles of Incorporation and Consent to Act as Sole Member dated as of the 23rd day of December, 2011.

The undersigned has executed these Articles of Restatement as of the 8th day of March, 2012.

ELLEN & RONALD BLOCK
FAMILY FOUNDATION, INC.

By: Ellen H. Block
Ellen H. Block, Chair

I hereby accept the appointment as registered agent of the ELLEN & RONALD BLOCK FAMILY FOUNDATION, INC. and agree to act in this capacity; I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: 3/8/12

Ellen H. Block
Ellen H. Block, Registered Agent

((H12000073374 3)))