

12-19-08

# N05000003292

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December 22, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PINECREST FOUNDATION, INC.  
C/O BRUCE JAY TOLAND, 80 SW 8TH STREET  
BRICKELL BAYVIEW CENTRE #2805  
MIAMI, FL 33130

SUBJECT: PINECREST FOUNDATION, INC.  
REF: N05000003292

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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.

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If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H08000277052  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PINECREST FOUNDATION, INC.  
a Florida not-for-profit corporation

**N0500003292**

Document Number of Corporation

Pursuant to the provisions of section 617.1006 of the Florida Not-for-Profit Corporation Act, PINECREST FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article I:

**"Article I. Corporate Name**

The name of the Corporation shall hereafter be known as COMMUNITY FOUNDATION OF PINECREST, INC. (the "Foundation")"

2. Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article II:

**"Article II. Principal Office**

The mailing address of the Foundation shall be 9771 South Dixie Highway, Pinecrest, Florida 33156. The principal address of the Foundation shall be 8744 SW 133 Street, Miami, FL 33176."

3. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article III:

**"Article III. Purpose**

The purpose of the Foundation is exclusively charitable.

Specifically, the purpose and mission of the Foundation is to promote programs and initiatives that benefit the Village of Pinecrest community by creating and expanding relationships that foster philanthropy."

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4. Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article IV:

**"Article IV. Manner of Election of Directors**

The manner in which the directors are elected or appointed is set forth in the Bylaws and amendments thereto."

5. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article V:

**"Article V. Articles of Incorporation and Bylaws**

The Articles of Incorporation may be amended only as set forth in the Bylaws."

6. Article VI of the Corporation's Articles Incorporation is hereby deleted in its entirety.

7. Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article VII:

**"Article VII. Members**

The Foundation will not have members."

8. Article VIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article VIII:

**"Article VIII. Registered Agent and Street Address**

The Foundation's new registered agent and street address is Steven L. Bailey, Esq., at 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134."

9. Article X of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article X:

**"Article X. Charitable Organization Provisions**

It is intended that the Foundation shall be an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue

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Code and which is other than a private foundation as defined in Section 509 of the Code. The Articles and Bylaws shall be construed to carry out this intent.

The Foundation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Foundation and no part of its net earnings shall inure to the benefit of or be distributed to any director or other private individual, but the Foundation may be reasonable compensation for services rendered and may make distributions to carry out its charitable purposes.

The Foundation shall not carry or propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3). The Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) or by a corporation, contributions to which are deductible under Section 170(c)(2)."

10. Article XI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article XI:

"Article XI. Nondiscrimination

No person shall be denied association with, participation in the programs of, or other involvement with the activities of the Foundation on the basis of race, creed, national origin, age, sex, handicap, or religion."

11. A new Article XII of the Corporation's Articles of Incorporation is hereby inserted as follows:

Article XII. Dissolution

If the Foundation dissolves, the Board of Directors shall pay or make provision for the payment of all its liabilities and shall distribute the remaining assets exclusively for charitable purposes. The Board may distribute directly for charitable purposes or may distribute to one or more charitable organization, which at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a) of the Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction in Miami-Dade County, Florida, exclusively for such charitable purposes or to such one or more 501(c)(3) organizations as the court shall select.

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12. Except as amended above, the Articles of Incorporation of the Corporation, as filed with the Secretary of State of the State of Florida on March 30, 2005, shall remain in full force and effect.

13. The amendment was approved by the members and the number of votes cast for the amendment was sufficient for approval.

14. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Articles of Incorporation, this 24 day of December, 2008.

PINECREST FOUNDATION INC.

By: 

Name:

Title:

GARY SHARR  
PRESIDENT

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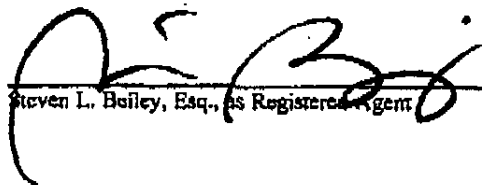
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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of PINECREST FOUNDATION, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

19 IN WITNESS WHEREOF, the undersigned has executed this Certificate this December 2008.

  
Steven L. Bailey, Esq., as Registered Agent

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