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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RJKB FAMILY CHARITABLE FOUNDATION, INC.

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2nd Amended & Restated

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RJKB FAMILY CHARITABLE FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

Pursuant to the Florida Not For Profit Corporation Act, **RJKB FAMILY CHARITABLE FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the Corporation is **RJKB FAMILY CHARITABLE FOUNDATION, INC.**
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, and were adopted by Written Consent of the Members dated October 15, 2013 and the number of votes cast for the amendment was sufficient for approval, to read as follows:

**ARTICLE 1
NAME**

The name of this corporation shall be the **RJKB FAMILY CHARITABLE FOUNDATION, INC.**

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 4000 Ponce de Leon Blvd., Suite 510, Coral Gables, Florida 33146.

**ARTICLE 3
PURPOSES**

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation; contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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The Corporation shall distribute not less than an amount equal to one-third of its qualifying distributions (as that term is used in Section 4942 of the Internal Revenue Code) during each fiscal year to organizations described in Section 501(c)(3) of the Internal Revenue Code which are not private foundations (as that term is used in Section 501(a) of the Internal Revenue Code), the exempt purpose of which is the furtherance of Jewish or Israeli-related charities, as determined by the Board of Directors. The preceding sentence shall be broadly interpreted.

ARTICLE 4

POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as that term is defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
 - (a) The corporation shall distribute its income for each taxable 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.
 - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
 - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.

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- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

ARTICLE 5
MEMBERSHIP

The Corporation shall not have members.

ARTICLE 6
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4000 Ponce de Leon Blvd., Suite 510, Coral Gables, Florida 33146, and the name of the Corporation's registered agent at that address is E. Richard Yulman.

ARTICLE 7
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. In addition to the persons named below, only persons who are lineal descendants of E. Richard Yulman and Janet K. Yulman may serve as members of the Board of Directors. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the members of the Board of Directors of the Corporation are as follows:

E. Richard Yulman
4000 Ponce de Leon Blvd.
Suite 510
Coral Gables, FL 33146

Kate Y. Williamson
325 West End, Apt. 11D
New York, New York 10011

Alan Tinsmon
1780 Green Bay Road
Suite 205
Highland Park, IL 60035

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ARTICLE 8
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

E. Richard Yulman
4000 Ponce de Leon Blvd.
Suite 510
Coral Gables, FL 33146

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 fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

Signature Page To Follow

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation effective as of the 15th day of October, 2013.



E. Richard Yulman, Director

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