

**N06416**

ADRIENNE U. FRANCIS  
ATTORNEYS AND COUNSELORS AT LAW

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FILED  
MAY 10 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 10, 2000

**HAND DELIVERY**

Secretary of State's Office  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: George M. Cohen Foundation, Inc.  
Document No: N06416

*Amended &  
Restated*

Dear Sir or Madam:

Enclosed for filing are the original First Amended and Restated Articles of Incorporation for George M. Cohen Foundation, Inc. Our check for \$35.00 for the filing fee is attached.

Please date stamp the enclosed copy, which will be picked up by our messenger. Thank you for your assistance.

Sincerely,

*Adrienne U. Francis*

Adrienne U. Francis  
Assistant to David J. Hull

af  
Enclosures

RECEIVED  
MAY 10 PM 1:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*ADR  
5/10/00*

FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GEORGE M. COHEN FOUNDATION, INC.

FILED  
00 MAY 10 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby amend and restate the Articles of Incorporation of George M. Cohen Foundation, Inc. dated November 28, 1984, and filed with the Florida Department of State on November 30, 1984. These First Amended and Restated Articles shall be effective upon the filing of these Articles with the Florida Department of State. The Corporation shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I**

Name

The name of this Corporation shall be George M. Cohen Foundation, Inc.

**ARTICLE II**

Duration

This Corporation shall exist perpetually.

**ARTICLE III**

Purposes, Limitations and Dissolution

Section 3.1. Purpose. The Corporation is organized exclusively for charitable purposes. The Corporation shall have all the powers of a not for profit corporation under Florida law. After the death of Carolyn Wilson Cohen, the Corporation may only make contributions to organizations then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code ("Qualified

Charities") and which have been supported by the Corporation or by Carolyn Wilson Cohen (during her lifetime or after her death) since December 31, 1996, and subject to the limitations with respect to such charities specifically provided for in the minutes of the Corporation (or consents signed by all trustees of the Corporation in lieu of meetings) with respect to meetings of the Corporation prior to the date of Carolyn Wilson Cohen's death (the "Favored Charities"). This limitation on contributions in favor of Favored Charities may not be amended after the death of Carolyn Wilson Cohen.

Section 3.2. Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 distributions in furtherance of the purposes set forth in this Article III. 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 any candidate for public office. Notwithstanding any other provision of these Articles, however, 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 of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the

Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

- (1) 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(a);
- (2) Not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (3) Not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (4) Not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (5) Not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Section 3.3. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets to one or more organizations then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code, and which are Favored Charities.

#### **ARTICLE IV**

##### **Non-Stock Corporation and Members**

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and have one member who shall initially be Carolyn Wilson Cohen. Carolyn Wilson Cohen shall have the authority to appoint additional members. If there is more than one member, then each member shall have one vote, a quorum shall consist of all members, and the vote of the majority of members shall constitute the act of the members. The membership shall not be transferable. After the death of Carolyn Wilson Cohen the Corporation shall cease to be a membership organization unless she has appointed additional members during her lifetime. As used in these Articles, the term "Member" shall mean, collectively, Carolyn Wilson Cohen and additional members, if any, appointed by her.

#### **ARTICLE V**

##### **Management of Affairs – Board of Trustees**

Section 5.1. The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons having the right to vote. Subject to the Member's confirmation as set forth in Section 5.2 below, the Board may authorize and elect more than three (3) Trustees and the Board may fill any vacancies.

Section 5.2. The Trustees shall be elected by the Board and shall take office when confirmed by the Member. Until the corporation becomes a non-member organization, the Member shall have the authority to remove any or all of the Trustees and appoint their successors; and thereafter, a majority of the Trustees shall have the authority to remove any or all of the Trustees and appoint their successors.

Section 5.3. A quorum of the Board shall consist of the greater of two Trustees then serving or one-third of the number of voting Trustees then serving. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Section 5.4. The names and addresses of the persons who are to serve on the Board until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Wilson Cohen	8265 Bayberry Road Jacksonville, FL 32256
David Munro Wilson	4615 Astral Drive Jacksonville, FL 32205
Ralph N. Greene, III	8265 Bayberry Road Jacksonville, FL 32256
David J. Hull	227 South Calhoun Street Tallahassee, FL 32301

## **ARTICLE VI**

### Officers

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as set forth in the Bylaws of the Corporation. The same

person may hold two or more offices. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Carolyn Wilson Cohen	President Treasurer	8265 Bayberry Road Jacksonville, FL 32256
David J. Hull	Secretary	227 South Calhoun Street Tallahassee, FL 32301

#### **ARTICLE VII**

##### Amendments to Articles of Incorporation

The Articles of Incorporation may be amended or rescinded by approval of the Member for so long as the Corporation is a membership organization and thereafter by the Board of Trustees. However, the limitations on contributions in favor of Favored Charities may not be amended after the death of Carolyn Wilson Cohen.

#### **ARTICLE VIII**

##### Amendments to Bylaws

The Bylaws may be amended at any time by the Board, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is

specified in the amendment). After the Corporation becomes a non-member organization the Bylaws may be amended at any time by the Board. Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board.

**ARTICLE IX**  
Principal Office

The principal office and mailing address of the Corporation shall be 8265 Bayberry Road, Jacksonville, Florida 32256.

**ARTICLE X**  
Registered Agent and Office

The name and street address of the registered agent and office of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David J. Hull	Ausley & McMullen, P.A. 227 South Calhoun Street Post Office Box 391 Tallahassee, Florida 32302

**ARTICLE XI**  
Actions Requiring Members' Consent

For so long as the Corporation is a membership organization, the Member must consent to the following:

- A. The addition of additional members of the Corporation.



B. The sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other entity.

C. Except as otherwise directed in advance and in writing by the Member, the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.

D. The termination of the activities or dissolution of the Corporation.

E. The appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were approved by all members of the Corporation and by all members of the Board of Trustees by a Writing in Lieu of Meeting of the Trustees of the George M. Cohen Foundation, Inc. dated March 13, 2000.

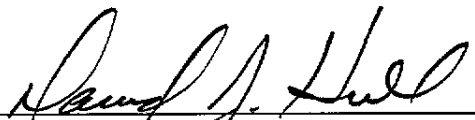
**GEORGE M. COHEN FOUNDATION, INC.**

By:   
Name: Carolyn Wilson Cohen  
Title: As President

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CAROLYN WILSON COHEN, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28th day of April, 2000.

  
Notary Signature  
Stamp/Seal:

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

George M. Cohen Foundation, Inc., desiring to continue as a corporation organized under the laws of the State of Florida, hereby designates David J. Hull, located at 227 South Calhoun Street, Post Office Box 391, Tallahassee, Florida, 32302 to continue as its registered agent to accept service of process within this State.

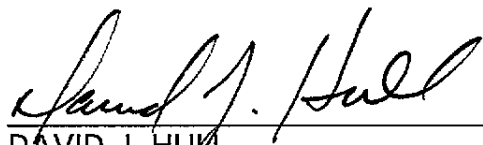
Dated this 28th day of April, 2000.

  
CAROLYN WILSON COHEN

FILED  
00 MAY 10 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 28th day of April, 2000.

  
DAVID J. HULL