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

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RESTATED ARTICLES OF INCORPORATION
OF
BARRY FAMILY FOUNDATION, INC.

These Restated Articles of Incorporation of Barry Family Foundation, Inc. (the "Corporation") contain an amendment to increase the number of directors required for the board of directors and to provide that the term of the Corporation shall be perpetual.

These Restated Articles of Incorporation were duly adopted by unanimous written consent of the directors of the Corporation effective as of December 31, 2017. The number of votes cast by the directors for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

ARTICLE I - NAME

The name of this Corporation is BARRY FAMILY FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 5935 Vintage Oaks Circle, Delray Beach, FL 33484.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and 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, or the corresponding section of any future federal tax code.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Stanley Barry

5935 Vintage Oaks Circle
Delray Beach, FL 33484

ARTICLE V – BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws, but shall never be less than three (3) nor more than five (5). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Stanley Barry	5935 Vintage Oaks Circle Delray Beach, FL 33484
Marilyn Barry	5935 Vintage Oaks Circle Delray Beach, FL 33484
Mitchell Barry	4 Seward Drive Woodbury, NY 11797

ARTICLE VI – REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the Corporation is:

<u>Name</u>	<u>Address</u>
Stanley Barry	5935 Vintage Oaks Circle Delray Beach, FL 33484

ARTICLE VII – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII – DISTRIBUTION OF INCOME

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

ARTICLE IX – PROHIBITION ON SELF-DEALING

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X – LIMITATION ON BUSINESS HOLDINGS

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI – LIMITATION ON INVESTMENTS

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII – LIMITATION ON EXPENDITURES

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII – DISTRIBUTION OF ASSETS DURING EXISTENCE

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 Article III hereof. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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 XV – BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE XVI – AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, by a majority vote of the directors of the Corporation then in office.

ARTICLE XVII – COMMENCEMENT OF EXISTENCE AND TERM

This Corporation's existence shall begin on the date of filing with the Florida Department of State, Division of Corporations. The Corporation shall have perpetual existence, unless terminated sooner in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 31 day of December, 2017.

Stanley Barry

