

N07000011291

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Division of Corporations  
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To:

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From:

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Account Number : I20080000071  
Phone : (561) 910-5700  
Fax Number : (561) 910-5701

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ASOFSKY FAMILY FOUNDATION, INC.

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09/17/09  
Amended & Restated Art.

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KATZ BASKIES

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P.001

9/15/2009 9:15:46 AM PAGE 1/001 Fax Server



September 15, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ASOFSKY FAMILY FOUNDATION, INC.  
10247 EL CABALLO COURT  
DELRAY BEACH, FL 33446

SUBJECT: ASOFSKY FAMILY FOUNDATION, INC.  
REF: N07000011291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Darlane Connell  
Regulatory Specialist II

FAX Aud. #: H09000200166  
Letter Number: 309A00030314

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Asofsky Family Foundation, Inc.

**DOCUMENT NUMBER:** N07000011291

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey A. Baskies  
(Name of Contact Person)

Katz Baskies LLC  
(Firm/ Company)

2255 Glades Road, Suite 240W  
(Address)

Boca Raton, FL 33431  
(City/ State and Zip Code)

jeff.baskies@katzbaskies.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey A. Baskies or Cara Freedman at ( 561 ) 910-5700  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

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FILED  
SEP 17 PM 3:11  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of ASOFSKY FAMILY FOUNDATION, INC., a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following as fully Amended and Restated Articles of Incorporation ("Articles of Incorporation") for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation shall be ASOFSKY FAMILY FOUNDATION, INC. The initial principal office shall be: Asofsky Family Foundation, Inc. - c/o Mark Asofsky, 10247 El Caballo Court, Delray Beach, Florida 33446, and the mailing address shall be: c/o Mark Asofsky, 10247 El Caballo Court, Delray Beach, Florida 33446.

**ARTICLE II**

**PURPOSE**

The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, determined by the Board of Directors by making distributions, as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit's corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

### ARTICLE III

#### LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax on undistributed

income imposed by Section 4942 of the code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943 (c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

#### ARTICLE IV

#### INCORPORATOR

The name of the Incorporator of this Corporation is Jeffrey A. Baskies, and the address of said Incorporator is c/o Katz Baskies LLC, 2255 Glades Road, suite 240W, Boca Raton, FL 33431.

#### ARTICLE V

#### MEMBERS

- A. The Corporation shall have one class of Members.
- B. The initial Members of the Corporation are Mark Asofsky and Madeline Asofsky.

C. The Members may select successor Members and shall have such powers as provided in the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the initial Board of Directors shall be six (6). The number of Directors shall be determined as provided in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are as follows:

Name and Address:

Mark Asofsky  
10247 El Caballo Court  
Delray Beach, FL 33446

Madeline Asofsky  
10247 El Caballo Court  
Delray Beach, FL 33446

Howard Asofsky  
2506 NW 66th Dr.  
Boca Raton, FL 33496

Marilyn Asofsky  
2506 NW 66th Dr.  
Boca Raton, FL 33496

Seth F. Asofsky  
3044 Shore Drive  
Merrick, NY 11566

David Asofsky  
180 Deerfield Ln. N.  
Pleasantville, NY 10570

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ARTICLE VIIBYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VIIIDISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose or (iii) to such exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine or if there are no directors, then as set forth in the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent 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, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any member, director or officer or any private individual.



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ARTICLE IX

REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is c/o Mark Asofsky, 10247 El Caballo Court, Delray beach, Florida, 33446, and the name of the registered agent of the Corporation at that address is Mark Asofsky.

ARTICLE X

MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 29<sup>th</sup> day of December, 2007.

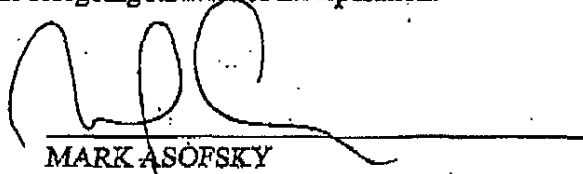
  
Jeffrey A. Baskies, Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, MARK ASOFSKY, hereby accept the appointment as the registered agent of ASOFSKY  
FAMILY FOUNDATION, INC., as made in the foregoing Articles of Incorporation.

  
MARK ASOFSKY

Dated: December 29, 2007

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The date of each amendment(s) adoption: December 29, 2007  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9/16/09

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark Asofsky

(Typed or printed name of person signing)

President

(Title of person signing)

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