

W07000011892

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

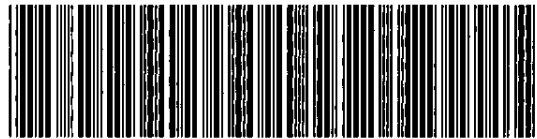
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09 DEC -2 PM 5:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
Registered  
12/10/09  
K

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Carrie & David Schulman Family Foundation

DOCUMENT NUMBER: N07000011892

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Carrie & David Schulman Family Foundation

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000011892

(Document Number of Corporation (if known))

APPROVED  
AND  
FILED  
09 DEC -2 PM 5:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City), Florida (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

Please see attached for new Amended and Restated Articles of Incorporation

The date of each amendment(s) adoption: January 1, 2008

(date of adoption is required)

Effective date if applicable:

(no more than 90 days after amendment file date)

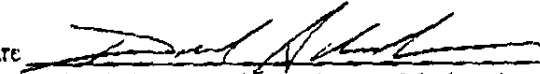
Adoption of Amendment(s)

(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 Nov. 24 2009

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)

David B. Schulman

(Typed or printed name of person signing)

President/Director

(Title of person signing)

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

The undersigned, acting as Incorporator of the CARRIE AND DAVID SCHULMAN 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 the CARRIE AND DAVID SCHULMAN FAMILY FOUNDATION, INC. The initial principal office shall be: Carrie and David Schulman Family Foundation, Inc. – c/o David Schulman, 1000 Corporate Drive, Suite 700, Ft. Lauderdale, FL 33334, and the mailing address shall be: c/o David Schulman, 1000 Corporate Drive, Suite 700, Ft. Lauderdale, FL 33334.

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 David B. Schulman and Carrie T. Schulman.
- 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 four (4).  
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:

David B. Schulman  
1000 Corporate Drive, Suite 700  
Ft. Lauderdale, FL 33334

Carrie T. Schulman  
1000 Corporate Drive, Suite 700  
Ft. Lauderdale, FL 33334

Stacey Schulman Jerry  
c/o David B. Schulman  
1000 Corporate Drive, Suite 700  
Ft. Lauderdale, FL 33334

Todd Lewis Schulman  
c/o David B. Schulman  
1000 Corporate Drive, Suite 700  
Ft. Lauderdale, FL 33334

## ARTICLE VII

### BYLAWS

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 VIII

### DISSOLUTION

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.

ARTICLE IX

REGISTERED OFFICE AND AGENT

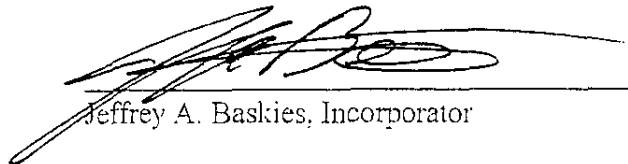
The street and mailing address of the registered office of the Corporation is c/o David B. Schulman, 1000 Corporate Drive, Suite 700, Ft. Lauderdale, Florida, 33334 and the name of the registered agent of the Corporation at that address is David B. Schulman.

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 1<sup>st</sup> day of January, 2008.

  
\_\_\_\_\_  
Jeffrey A. Baskies, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, DAVID B. SCHULMAN, hereby accept the appointment as the registered agent of the  
CARRIE AND DAVID SCHULMAN FAMILY FOUNDATION, INC., as made in the foregoing  
Amended and Restated Articles of Incorporation.

  
\_\_\_\_\_  
DAVID B. SCHULMAN

Dated: Jun 1, 2008