

Division of Corporations

Page 1 of 2

0800004071

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000282969 3)))



H190002829693ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (888) 491-1120
Fax Number : (954) 333-4242

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: gringomur@aol.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE SAUL AND THERESA ESMAN FOUNDATION, INC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED

2019 SEP 20 PM 4:47

2019 SEP 20 PM 4:47
FILED

2019 SEP 20 PM 4:47

FILED

Electronic Filing Menu

Corporate Filing Menu

SEP 20 2019
Help

FILED

2013 SEP 20 A 05 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SAUL AND THERESA ESMAN FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Amended and Restated Articles of Incorporation of the above named corporation and the Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I

The name of the corporation ("Corporation") is: "THE SAUL AND THERESA ESMAN FOUNDATION, INC." The existence of the Corporation commenced with the filing of the original Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE II

The street address of the principal office of the Corporation and the mailing address of the Corporation is: 820 N.E. 4th Avenue, Boca Raton, FL 33431-7343

ARTICLE III

The purposes for which the Corporation is organized are:

1. To receive and administer assets and to operate and act exclusively for charitable, educational, religious, literary or scientific purposes, and/or to lessen the financial burdens of government by carrying out a grant-making program in support of other tax-exempt organizations.
2. To do all other lawful acts and exercise any and all such powers as are necessary or appropriate for, or incidental or ancillary to, the promotion, support and achievement of the foregoing purposes of the Corporation.

ARTICLE IV

1. The Corporation shall be governed exclusively by a Board of Directors.
2. The number of Directors that shall constitute the whole Board of Directors of the Corporation shall be not less than three (3). The method of election of the directors of the Corporation, and the governance by the Board of Directors shall be as set forth in the Bylaws.

ARTICLE V

Notwithstanding the provisions of ARTICLE III, in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §§501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, regulations promulgated thereunder, or corresponding provisions of any subsequent United States Internal Revenue law or laws (the "Code").

2. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

3. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

4. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

5. No substantial part of the activities of the Corporation shall consist of providing commercial-type insurance.

6. The Corporation shall not have authority to issue capital stock.

ARTICLE VI

1. The address and the mailing address of the registered office is:

820 N.E. 4th Avenue

Boca Raton, Florida 33432

2. The name of the resident agent at the registered office listed above is:

Murny Levin

ARTICLE VII

1. Neither the whole nor any portion of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any member, officer, director, contributor, organizer or individual of the Corporation; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the Code.

2. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are described in Section 501(c)(3) of the Code and are exempt from Federal income tax under Section 501(a) of the Code, and whose purposes are compatible with those of the Corporation, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court of the county in which the principal office of the Corporation is then located to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

3. Because the Corporation has been determined to be a "private foundation," as that term is defined in Section 509(a) of the Code, then for the purpose of complying with the requirements of Section 508(e) of the Code, the Corporation shall:

(a) distribute such part of its income and such part of its capital as may be required by law 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 Code;

(b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

- (c) not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE VIII

1. The terms "Director," "Officer" and "Recklessness" shall have the same definitions as set forth in Section 617.0834 of the Act, as the same presently exists or may hereafter be amended.

2. To the fullest extent permitted under Sections 607.0834 of the Act, a Director or Officer of the Corporation shall not be personally liable to the Corporation, its members, or to any person for monetary damages for breach of the Director's or Officer's fiduciary duty related to any statement, vote, decision, or failure to take an action, regarding organizational management or policy, unless:

- (a) the Officer or Director breached or failed to perform his or her duties as an Officer or Director; and
- (b) the Officers or Director's breach of, or failure to perform, his or her duties constitutes:
 - i. A violation of the criminal law, unless the Officer or Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
 - ii. A transaction from which the Officer or Director derived an improper personal benefit, either directly or indirectly; or
 - iii. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE IX

Pursuant to Section 617.0821 of the Act, action required or permitted by the Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board of Directors or of the committee.

These Amended and Restated Articles were adopted by the Board of Directors and the number of votes cast for the Amendment was sufficient for approval.

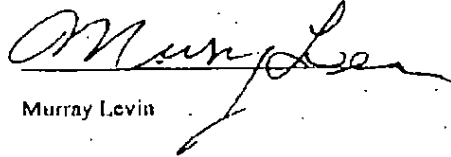
Signed this 9 day of September, 2019.

By: Murray Levin
Chairman, it's Authorized Officer

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR, DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 617, Florida Statutes, the following is submitted:

Having been named as registered agent to accept service of process for THE SAUL AND THERESA
ESMAN FOUNDATION, INC. at 820 N.E. 4th Avenue, Boca Raton, Florida 33432, I hereby accept such
appointment and agree to act in this capacity in accordance with the Act.


Murray Levin

Date: September 13, 2019