

N08000005325

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE MORRIS STEIN FOUNDATION, INC.

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8/5/08

Amended & Restated
Art.

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7/31/2008



August 1, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE MORRIS STEIN FOUNDATION, INC.

20706 N.E. 9TH PLACE

MIAMI, FL 33179

SUBJECT: THE MORRIS STEIN FOUNDATION, INC.

REF: N08000005325

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.

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Darlene Connell
Regulatory Specialist II

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2008 AUG -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MORRIS STEIN FOUNDATION, INC.**

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE AMENDED AND RESTATED ARTICLES FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT PURSUANT TO CHAPTER 617, FLORIDA STATUTES. THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION WERE ADOPTED BY THE BOARD OF DIRECTORS, AS THE CORPORATION DOES NOT HAVE ANY MEMBERS.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

THE MORRIS STEIN FOUNDATION, INC.

The Corporation's address is:

20706 N.E. 9th Place
Miami, Florida 33179

ARTICLE II

DURATION

The corporation commenced its existence on June 3, 2008, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes under Section §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is as provided for in the Bylaws.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman, Esquire
2750 N.E. 185 Street, Second Floor
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation as Incorporator is:

Adam R. Schiffman, Esquire
2750 N.E. 185 Street, Second Floor
Aventura, Florida 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have SIX (6) Directors. The Directors shall be elected pursuant to the Bylaws. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors and Officers of this Corporation are:

Robin Stein
20706 N.E. 9th Place
Miami, Florida 33179
Director/President

Adam R. Schiffman
2750 N.E. 185 Street, Second Floor
Miami, Florida 33180
Director/Vice President

Mentora Bloom
6860 Gulfport Boulevard S.
South Pasadena, Florida 33707
Director

Beverly Stein
101 Berkley Road, Unit 308
Hollywood, Florida 33024
Director

Eryca Schiffman
21100 N.E. 18th Court
Miami, Florida 33179
Director

Carolina Remos
6860 Gulfport Boulevard S.
South Pasadena, Florida 33707
Director

ARTICLE VIII

DISSOLUTION

Upon dissolution of this organization, the assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of July, 2008.



ADAM R. SCHIFFMAN, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 31st day of July, 2008.



ADAM R. SCHIFFMAN, ESQUIRE

STATE OF FLORIDA

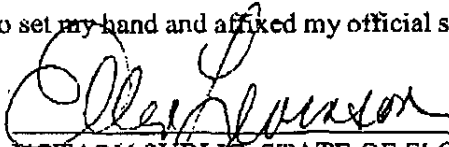
:
: SS.

COUNTY OF MIAMI-DADE

:

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, ESQUIRE, known to me and known to be the person who, as incorporator and Registered Agent, executed the foregoing Amended and Restated Articles of Incorporation of THE MORRIS STEIN FOUNDATION, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 31st day of July, 2008.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

