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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE HOWARD GREENFIELD CHARITABLE FOUNDATION, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR**

**THE HOWARD GREENFIELD CHARITABLE FOUNDATION, INC.**

*These Amended and Restated Articles of Incorporation For THE HOWARD GREENFIELD CHARITABLE FOUNDATION, INC., shall amend and replace those Articles of Incorporation For THE HOWARD GREENFIELD CHARITABLE FOUNDATION, INC., filed for record on September 15, 2009.*

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation is THE HOWARD GREENFIELD CHARITABLE FOUNDATION, INC.

**ARTICLE II  
Principal and Mailing Address**

The principal and mailing address of the corporation shall be 7609 Davie Road Extension, Hollywood, FL 33024.

**ARTICLE III  
Purpose**

The specific purpose for which this corporation is organized is for charitable, literary, and educational purposes, within the meanings of Section 501(c)(3) of the Internal Revenue Code, and Section 617.0301 of the Florida Not for Profit Corporation Act.

**ARTICLE IV  
Manner of Election**

The Directors shall be appointed according to the procedures set forth in the Bylaws.

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**ARTICLE V**  
**Distribution of Income**

The corporation is a private foundation and it shall distribute its income for each tax year at such time and in such manner as not to subject the foundation to tax under section 4942, and to prohibit the foundation from engaging in any act of self-dealing (as defined in section 4941(d) ), from retaining any excess business holdings (as defined in section 4943(c) ), from making any investments in such manner as to subject the foundation to tax under section 4944, and from making any taxable expenditure (as defined in section 4945(d) ).

**ARTICLE VI**  
**Dissolution**

Upon 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 shall be distributed to the federal government, or to a state or local government, for a public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 VII**  
**Initial Directors and/or Officers**

The initial officers and directors of the corporation are:

Director :  
Kerry B. Rosenthal, Esq.  
20900 NE 20<sup>th</sup> Avenue, Suite 600  
Aventura, FL 33180

Director:  
Mikel Rhodes  
7609 Davie Road Extension  
Hollywood, FL 33024

Director:  
Wayne Peterson  
3003 S. Congress Ave., Suite 2C  
Palm Springs, FL 33461

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**ARTICLE VIII**  
**Registered Agent**

The registered agent for service of process as required by and within the meaning of Florida Statutes Chapter 608 shall be: Kerry E. Rosenthal, Esq., Rosenthal Rosenthal Rasco Kaplan, LLC, 20900 NE 30<sup>th</sup> Avenue, Suite 600, Aventura, FL 33180.

*Having been named as registered agent and to accept service of process for the above stated not-for profit corporation of the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes.*

  
Kerry E. Rosenthal, Esq.

**ARTICLE IX**  
**Incorporator**

The name and address of the Incorporator is Kerry E. Rosenthal, Esq., 20900 NE 30<sup>th</sup> Avenue, Suite 600, Aventura, FL 33180.

  
Kerry E. Rosenthal, Esq., Incorporator

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