

ND9000009832

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

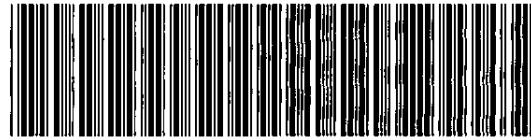
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500187288605

11/04/10--01004--026 **43.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 NOV 19 PM 3:27

Amend/cc
10/11/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KLIGMAN CHARITABLE FOUNDATION, INC.

DOCUMENT NUMBER: N09000009832

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

Please return all correspondence concerning this matter to the following:

MARCY L COHEN

(Name of Contact Person)

(Firm/ Company)

9825 EAST CALUSA CLUB DR

(Address)

MIAMI FL 33186

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 5, 2010

MARCY L. COHEN
KLIGMAN CHARITABLE FOUNDATION, INC.
9825 EAST CALUSA CLUB DRIVE
MIAMI, FL 33186

SUBJECT: KLIGMAN CHARITABLE FOUNDATION, INC.
Ref. Number: N09000009832

We have received your document for KLIGMAN CHARITABLE FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

SEE P 6

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 410A00026064

RECEIVED
NOV 19 AM 11:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AMENDED
ARTICLES OF INCORPORATION
OF
KLIGMAN CHARITABLE FOUNDATION, INC.
(A Corporation Not for Profit)

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 NOV 19 PM 3:21

The undersigned incorporator signs and delivers these Amended Articles of the Incorporation in order to qualify this Corporation not for profit under the Laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is Kligman Charitable Foundation, Inc.

ARTICLE II
ADDRESS

The street address of the principal office of the Corporation, which is also the mailing address, is 9825 East Calusa Club Drive, Miami, Florida, 33186.

ARTICLE III
PURPOSES

A. This Corporation is organized and shall operate exclusively for religious, charitable, educational, literary, and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute furtherance of such exempt purposes. In furtherance of such exempt purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assists other corporations, organizations and institutions that qualify as exempt organizations under said Section 501(c)(3).

B. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed By-Law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stock, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal, whosoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the exempt purposes set forth above or necessary or incidental to the powers so conferred or conducive to the attainment of the exempt purposes of the Corporation, subject to such limitations as are or may be prescribed By-Law.

C. Notwithstanding anything herein to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section ⁵⁰¹(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

D. No part of the net earnings or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual. However,

reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be a distribution of net earnings or principal.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV **MEMBERS**

Members of this Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of eighteen (18) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-Laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-Laws.

ARTICLES V **TERM OF EXISTENCE**

This Corporation is to exist perpetually commencing upon filing of these Articles with the Secretary of State.

ARTICLE VI **NAME AND OFFICE OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 9825 East Calusa Club Drive, Miami, Florida, 33186. The name of this initial Registered Agent of this Corporation at that office is Marcy L. Cohen.

ARTICLE VII **AMENDED TO ARTICLES OF** **INCORPORATION AND BY LAWS**

The Articles of Incorporation may be amended or rescinded by a majority vote of the voting members at any regular meeting of the members, or at a called meeting, after due notice has been given, in writing, with the purpose of the meeting stated therein. The By-Laws of this Corporation may be made, altered, amended or rescinded by a majority vote of the entire Board of Directors at any regular meeting of the Board of Directors or at a called meeting after due notice has been given, in writing, with the purpose of the meeting stated therein.

ARTICLE VIII
DISTRIBUTION UPON DISSOLUTION

In the event of the partial or complete liquidation or dissolution of the Corporation, the residual assets of the Corporation will be turned over to (a) one or more organizations which themselves are exempt as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or (b) to any Federal State or local government for public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Miami, Dade County, Florida, this 28th day of October, 2010.

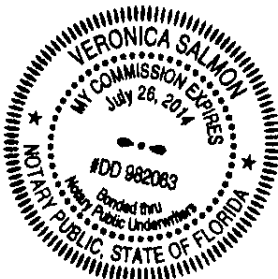

MARCY L. COHEN


STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledge before me this 28th day of October, 2010, by Marcy L. Cohen, who is personally known to me or who has produced Drivers License as identification.

NOTARY PUBLIC:

My Commission Expires:



Sign 
Print Veronica Salmon
State of Florida at Large


**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
MANING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to section 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First: That the Kligman Charitable Foundation, Inc. desiring to organize under the laws of the State of Florida, with its registered office at 9825 East Calusa Club Drive, Miami, Florida 33186, County of Dade, State of Florida has named Marcy L. Cohen, at the same address as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I acknowledge that I am familiar with, and accept, the obligations of that position.

By: 
MARCY L. COHEN

The date of each amendment(s) adoption: 28 OCT 2010

Effective date if applicable: 28 OCT 2010
(date of adoption is required)
(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 28 OCT 2010

Signature M. Cohen Marcy Cohen
(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)

MARCY COHEN
(Typed or printed name of person signing)

PRES
(Title of person signing)