

N110000000744

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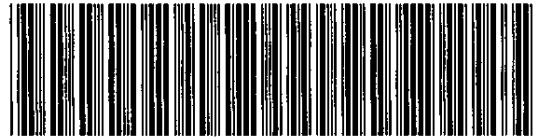
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12 JUN 12 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JUN 14 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Paul Bryant Lazarowitz Foundation, Inc

DOCUMENT NUMBER: N11000000744

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

Please return all correspondence concerning this matter to the following:

Nancy Lazarowitz

(Name of Contact Person)

Paul Bryant Lazarowitz Foundation, Inc

(Firm/ Company)

485 NW 111 Avenue

(Address)

Coral Springs, Florida 33071

(City/ State and Zip Code)

nancylaz@aol.com

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

For further information concerning this matter, please call:

Jack Lazarowitz

(Name of Contact Person)

at (954) 746-3240

(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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

12 JUN 12 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul Bryant Lazarowitz Foundation, Inc.

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

N11000000744

(Document Number of Corporation (if known))

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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(Florida street address)

New Registered Office 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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

N/A

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

**Attached are the Articles of Amendment to the Articles of Incorporation
of Paul Bryant Lazarowitz Foundation Inc.**

Article I - Added: hereafter referred to as the "Corporation".

Article II - Deleted: Principle place of business address:

**Added: The address of the initial principle and initial registered office
of the Corporation is:**

Added: The initial registered agent at such office is Nancy Lazarowitz.

Article III - Changed purpose to purposes, changed is to are.

Added bullet: (a) before first purpose. Added: purposes (b),(c),(d),(e),(f)

Added: Three (3) additional paragraphs.

Article IV - Deleted entire original article IV and replaced with new article IV.

Article V - Deleted entire original article V and replaced with new article V.

Added: Article VI, Article VII, Article VIII, Article IX, Article X and Article XI.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAUL BRYANT LAZAROWITZ FOUNDATION, Inc.
(A Florida Corporation Not for Profit)

The Board of Directors of the Paul Bryant Lazarowitz Foundation, Inc., a Florida corporation not for profit, have adopted the following Articles of Amendment to Articles of Incorporation of Paul Bryant Lazarowitz Foundation, Inc., a Florida corporation not for profit. There are no Members or Members entitled to vote on the amendments.

ARTICLE I. CORPORATE NAME

The name of the corporation is PAUL BRYANT LAZAROWITZ FOUNDATION, Inc., hereafter referred to as the "Corporation".

ARTICLE II. OFFICE AND REGISTERED AGENT

The address of the initial principal and initial registered office of the Corporation is: 485 NW 111th Ave., Coral Springs, Fl. US 33071. The initial registered agent at such office is Nancy Lazarowitz.

ARTICLE III. PURPOSES

The specific purposes for which this Corporation is organized are:

- (a) non-profit foundation dedicated to supporting education in memory of Paul Bryant Lazarowitz.
- (b) to solicit and accept donations from members, entities and the general public, of money and other property, without limitation, and to disburse and distribute such, or the proceeds of conversion thereof, to students, schools and educational organizations for educational purposes.
- (c) to utilize the assets and capabilities of the Corporation to distribute scholarships, support and sponsor educational organizations and competitions.
- (d) to utilize the assets and capabilities of the Corporation to engage in other charitable activities not inconsistent with applicable law and these articles of incorporation, through which the well being of beneficiaries may be enhanced.
- (e) to solicit, organize and train members and volunteers to assist in accomplishment of the foregoing purposes.
- (f) to operate exclusively for the foregoing charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code.

Within these purposes, the Corporation may solicit membership dues, and accept other sources of income as authorized by law, to provide funding for the accomplishment of these lawful purposes.

The Corporation may do all acts and things requisite, necessary, proper and desirable to carry out and further the purposes for which it is created; and, in general, may have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida and the United States of America applicable to corporations of this character including, but not limited to, the powers described in Chapter 617, Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict the general charitable powers of the Corporation. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised and construed in their application to accomplish the purposes for which the Corporation is formed.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V. MEMBERSHIP

Membership in the Corporation shall be available to natural persons and entities that have favorable interest in its purposes. The Board of Directors may establish a schedule of membership classes and dues, and may adopt procedures for the establishment of assessments of special dues; provided, that no assessment of special dues shall be established except upon the affirmative votes of a majority of voting members. Membership may be denied or terminated for cause which is detrimental to the purposes of the Corporation, or for cause related to the ability of the Corporation to reasonably carry on its activities.

ARTICLE VI. MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors elected by the members at the annual meeting of the Corporation, consisting of not fewer than Three (3) and not more than fifteen (15) persons. The number of directors and the terms thereof shall be provided for in the By-Laws. No person may serve as a director who is not a member of the Corporation in good standing, as that term is defined in the By-Laws. The officers of the Corporation, to wit: Vice-President, Secretary, and Treasurer shall be appointed by the President of the Board of Directors. Additional officers may be provided for in the By-Laws.

The names and addresses of the persons who are the initial officers of the corporation are as follows:

Name: Nancy Lazarowitz
Address: 485 NW 111th Ave Coral Springs FL 33071
Title – President

Name: Jack Lazarowitz
Address: 485 NW 111th Ave Coral Springs FL 33071
Title –Vice President/Treasurer

Name: Dayna Lazarowitz
Address: 485 NW 111th Ave Coral Springs FL 33071
Title –Vice President

ARTICLE VII. AMENDMENTS

An amendment to the Articles of Incorporation may be made when proposed by petition of not less than two-thirds (2/3) voting members, or by resolution of the Board of Directors, and if approved at any regular or special membership meeting by two-thirds (2/3) of the voting members in attendance, provided a quorum is present. Not less than fifteen (15) days written notice setting forth the proposed amendment and its purpose shall have been given to all the voting members by U. S. or electronic mail, addressed to their respective addresses as shown in the records of the Corporation.

ARTICLE VIII. OTHER PROVISIONS

In furtherance, but not in limitation, of the powers conferred by statute, the following provisions are made for the regulation of the activities of the Corporation:

- (a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an Corporation created for the purposes above stated.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any officer, director, family member of any officer or director, selection committee member or committees family member, substantial contributor or any private person, whether during the period of the Corporation's existence, or upon its dissolution, and no such person shall, as such, at any time have or receive, or be entitled to have or receive, any proprietary interest in, or part of, the Corporation's property or assets or any pecuniary profit or particular benefit from the Corporation; provided, however, that compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred on behalf of the Corporation by any officer, director, agent, or employee, or any other person or corporation, pursuant to and upon general or specific authorization of the Board of Directors.

- (c) No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. References to the Internal Revenue Code shall be construed as references to corresponding provisions of any future tax code.

ARTICLE IX. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, but not including assets held by the Corporation under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is located, to a Corporation or Corporations which are operated exclusively for such exempt purposes. No portion of said assets and property may inure to the benefit of any officer or director of the Corporation or any enterprise organized for profit.

ARTICLE X. Conflict of Interest Policy

Section I – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II – Definitions

- (a) **Interested Person**
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) **Financial Interest**
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- ii) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section III, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III – Procedures

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iiii) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- (d) Violations of the Conflicts of Interest Policy**
 - i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.**
 - ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.**

Section IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.**
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.**

Section V - Compensation

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.**
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.**
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.**

Section VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the Articles of Incorporation, containing the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII - Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section VIII - Use of Outside Experts

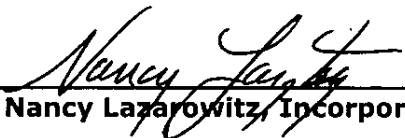
When conducting the periodic reviews as provided for in Section VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. Fiscal Year

The fiscal year of the corporation is from January 1st to December 31st of each calendar year.

Wherefore, the foregoing were adopted as the Amended Articles of Incorporation of the PAUL BRYANT LAZAROWITZ FOUNDATION Inc, by the Board of Directors on the 21st day of May, 2012, at Coral Springs, Broward County, Florida.

I am the president submitting these Amended Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155. F.S. I understand the requirement to file an annual report between /Jan 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

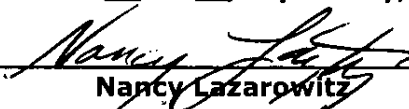


Nancy Lazarowitz, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. In furtherance of this responsibility I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the obligations of my position as set forth in section 617.0503, Florida Statutes, and other relevant provisions.

Dated this __21st__ day of May, 2012.



Nancy Lazarowitz

The date of each amendment(s) adoption: May 21, 2012

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 May 31, 2012

Signature Nancy Lazarowitz
(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)

Nancy Lazarowitz
(Typed or printed name of person signing)

President
(Title of person signing)