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*Amended
Restated
11/19/11*

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GIROSKI FOUNDATION, INC.

The undersigned, being a Director of GIROSKI FOUNDATION, INC. hereby files these duly executed Amended and Restated Articles of Incorporation of GIROSKI FOUNDATION, INC., pursuant to Section 617.1001 et. al. of the Florida Not For Profit Corporation Act:

- FIRST:** The name of the corporation is GIROSKI FOUNDATION, INC.
- SECOND:** The Articles of Incorporation were filed on April 1, 2011 and assigned Florida document number N11000003372.
- THIRD:** The Articles of Incorporation are amended in their entirety and restated to read as follows:

ARTICLE I NAME

The name of the corporation shall be: Giroski Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is exclusively to: engage in activities for charitable purposes, primarily but not limited to making contributions to the health, nutrition, clothing and educational needs of underprivileged children, whether directly to qualified recipients or to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code. These contributions to underprivileged children shall be made primarily in the United States but may be made in other countries as well. Contributions may also be made from time to time to the health, nutrition and clothing needs of victims of natural disasters or other catastrophic events, in the United States and other countries.

ARTICLE IV RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers other than those described in IRC Section 501(c)(3).

ARTICLE V DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, 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 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 VI SPECIAL PROVISIONS

Any other provision notwithstanding, the corporation shall: (1) distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the IRC; (2) not engage in any act of self-dealing as defined in section 4941(d) of the IRC; (3) not retain any excess business holdings as defined in section 4943(c) of the IRC; (4) not make any investments in a manner as to subject it to tax under section 4944 of the IRC; (5) not make any taxable expenditures as defined in section 4945(d) of the IRC. The foregoing applies as well to any future federal tax code.

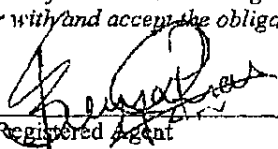
ARTICLE VII MANNER OF ELECTION OF DIRECTORS

The corporation shall be managed by a Board of Directors. The Directors shall be duly elected in the manner stated in the Bylaws of the corporation.

ARTICLE VIII REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent shall be: Giroski Operating, LLC, Attn: Legal Dept., at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and 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.


Signature, Registered Agent

9/29/2011
Date

The undersigned certifies that member approval is not required nor applicable to these Amended and Restated Articles of Incorporation, which were duly adopted by the board of directors and executed by the undersigned on September 27, 2011.


Gianna Giroski, Director