

N12000011550

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 26 PM 3:30

Amend

JAN - 3 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Mel and Mara Gober Foundation, Inc.**

DOCUMENT NUMBER: **N12000011550**

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

Please return all correspondence concerning this matter to the following:

Robert Beraha

(Name of Contact Person)

Heller Waldman PL

(Firm/ Company)

3250 Mary Street Suite 102

(Address)

Miami, Florida 33133

(City/ State and Zip Code)

rberaha@hellerwaldman.com

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

For further information concerning this matter, please call:

Robert Beraha, Esq.

(Name of Contact Person)

at **305 4484144**

(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 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
SECRETARY OF STATE
DIVISION OF CORPORATION
12 DEC 26 PM 3:30

Mel and Mara Gober Foundation, Inc.

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

N12000011550

(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:

_____ 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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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

Page 2 of 4

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

Amending Articles of Incorporation in their entirety. Please see attached.

The date of each amendment(s) adoption: December 19, 2012

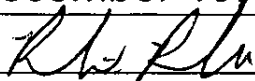
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 December 19, 2012

Signature


(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)

Robert S. Beraha, Esq.

(Typed or printed name of person signing)

Duly appointed attorney on behalf of Incorporator - Mel Gober

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION

OF

MEL AND MARA GOBER FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

DATED December 13, 2012

ARTICLE 1

NAME

The name of this corporation shall be MEL AND MARA GOBER FOUNDATION, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 3072 Old Still Lane, Weston, Florida, 33331.

ARTICLE 3

PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provisions 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 tax 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.

ARTICLE 4

POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
 - (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
 - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.
 - (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

ARTICLE 5
MEETINGS

After incorporation, an organizational meeting shall be held in accordance with Chapter 617, Florida Statutes, as amended. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Directors agree.

ARTICLE 6
MEMBERSHIP

The Corporation shall not have members.

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is MEL AND MARA GOBER FOUNDATION, INC., 3072 Old Still Lane, Weston, Florida, 33331, and the name of the Corporation's initial registered agent at that address is Mel Gober.

ARTICLE 8
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the

Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Mel Gober
3072 Old Still Lane
Weston, Florida 33331

Mara Gober
3072 Old Still Lane
Weston, Florida 33331

Shane Gober
1414 SE 12th Street
Apartment 3C
Fort Lauderdale, Florida 33316

Haley Walker
2174 Quail Roost Drive
Weston, Florida 33324

ARTICLE 9
INCORPORATOR


The name and address of the person signing these Articles of Incorporation are:

Mel Gober
3072 Old Still Lane
Weston, Florida 33331

ARTICLE 10
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on the day and year first written above.



Mel Gober
Incorporator

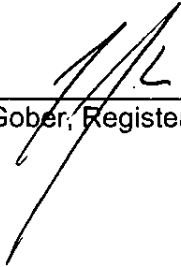
CERTIFICATE DESIGNATING THE REGISTERED ADDRESS
AND THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That, MEL AND MARA GOBER FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Mel Gober at 3072 Old Still Lane, Weston, Florida, 33331, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.



Mel Gober, Registered Agent