

09/05/2013 13:09 FAX

GUNSTER, YOKLEY

001/001

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H13000197215 3)))



H130001972153ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : GUNSTER, YOKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 671-2527

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: msstocks@gunster.com

RECEIVED

13 SEP -5 PM 12:12

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 SEP -5 AM 8:57

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
AMERICAN FRIENDS OF PARADISE CHILDREN'S FOUNDATION,**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

*Amnd/Restate*

SEP -6 2013

K. WHITE

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

13 SEP -5 11130001972153  
AM 8:57SECRETARY OF STATE,  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN FRIENDS OF PARADISE CHILDREN'S FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)**

*The undersigned, pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, for the purpose of amending and restating the Articles of Incorporation of American Friends of Paradise Children's Foundation, Inc., a corporation under the Florida Not For Profit Corporation Act (the "Act"), does hereby execute the following Articles of Incorporation, and certifies as follows:*

1. The name of the Corporation is: American Friends of Paradise Children's Foundation, Inc. (the "Corporation").

2. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on June 3, 2013, and assigned Document Number N13000005127.

2. These Amended and Restated Articles of Incorporation (i) amend and restate the provisions of the Articles of Incorporation of the Corporation and (ii) were duly adopted by the members of the Board of Directors of the Corporation as of July 31, 2013.

4. There are no members of the Corporation who are entitled to vote on the amendment and restatement of the Articles of Incorporation of the Corporation.

5. The Articles of Incorporation of the Corporation are hereby Amended and Restated as follows:

**ARTICLE I      NAME**

The name of the corporation shall be: American Friends of Paradise Children's Foundation, Inc. (the "Corporation").

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business of the Corporation shall be 3 Bayside Executive Park West Bay Street & Blake Road P.O. Box N-4875 Nassau, The Bahamas. The mailing address of the Corporation shall be 3 Bayside Executive Park West Bay Street & Blake Road P.O. Box N-4875 Nassau, The Bahamas.

**ARTICLE III      PURPOSES**

1. American Friends of Paradise Children's Foundation, Inc. is not-for-profit and is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

H13000197215 3

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

#### **ARTICLE IV      ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

#### **ARTICLE V      ELECTION OF DIRECTORS**

The directors of the Corporation shall be elected in the manner set forth in the Corporation's Bylaws.

H13000197215 3

**ARTICLE VI      MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE VII      INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.  
One Biscayne Tower  
2 South Biscayne Boulevard, Suite 3400  
Miami, FL 33131

**ARTICLE VIII      INCORPORATOR**

The name and address of the Incorporator are:

Adi Rappoport  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed  
as of the 31st day of July, 2013.

  
\_\_\_\_\_  
Gary Brown, President