

N13000006250

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

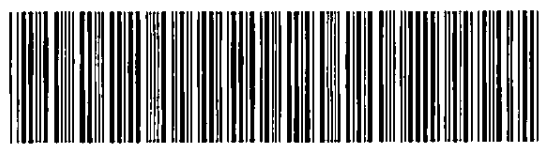
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600327790546


19 APR 12 11:38 AM

2019 APR 12 AM 8:48

FILED

R. WHITE  
APR 15 2019

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 723854 8074908  
AUTHORIZATION :   
COST LIMIT : \$ 35.00

ORDER DATE : April 11, 2019  
ORDER TIME : 5:46 PM  
ORDER NO. : 723854-005  
CUSTOMER NO: 8074908

DOMESTIC AMENDMENT FILING

NAME: ISENBERG FAMILY CHARITABLE  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

2019 APR 12 AM 8:48

Amended and Restated Articles of Incorporation of  
Isenberg Family Charitable Foundation, Inc.  
*(a Florida Not for Profit Corporation)*

1. These Amended and Restated Articles of Incorporation are a complete amendment and restatement of the Articles of Incorporation of the Corporation. There are no members of the Corporation, and, as such, member approval is not required. These Amended and Restated Articles of Incorporation have been duly adopted by Diane S. Isenberg by action in accordance with Article XV of these Articles.

2. Pursuant to the provisions of Florida Statutes § 617.1007, the Corporation hereby restates its Articles of Incorporation (these "Articles") in their entirety to read as follows:

Article I.

Name

A. The name of the corporation shall be "Isenberg Family Charitable Foundation, Inc." (hereinafter referred to as the "Corporation").

Article II.

Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

Article III.

Address of Principal Office

The street address of the initial principal office and the mailing address of the Corporation is 2 N Breakers Row #S25, Palm Beach, Florida 33480.

Article IV.

Purposes

A. The purpose of the Corporation is to engage in charitable activities and to receive and administer money and property for charitable purposes within the meaning of §501(c)(3) of the Code. Except as otherwise described herein, the Corporation's specific charitable purpose shall be limited to the support of organizations and individuals that conduct activities to improve the lives of those living in poverty. This support may be focused on all aspects of human livelihood improvement, including but not limited to job training, employment and income production, health and sanitation, housing, education, food security, and the delivery of other goods and services. The sole exception to this specific charitable purpose shall be to provide, at the discretion of the Corporation's Board of Directors, support to the Isenberg School at the University of Massachusetts (the "School"), so long as the School continues to bear the Isenberg name. To the extent permissible by law, and subject to the reasonable discretion of the Board of Directors in meeting their fiduciary duties to the Corporation, the Corporation shall invest its assets in a manner that furthers the Foundation's purposes described in this Article IV. The corporation may make investments that further the Corporation's charitable purposes at an expected rate of return that is less than what the Corporation might obtain from an investment that is unrelated to its charitable purposes. Notwithstanding

any other provision of these Articles, the Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code and not for the private gain of any person.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

Article V.  
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

Article VI.  
Board of Directors

A list of the names and addresses of the Board of Directors shall be maintained at the Corporation's principal office.

Article VII.  
Powers

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

Article VIII.  
Limitations

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 IV hereof.

B. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. 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.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### Article IX.

##### Initial Registered Office And Agent

The name of the initial registered agent of the Corporation is Corporation Service Company, and the street address of the Corporation's initial registered agent is 1201 Hays Street, Tallahassee, FL 32301.

#### Article X.

##### Incorporator

The name of the sole incorporator of the Corporation was **Eugene M. Isenberg**, now deceased, and the address of such incorporator was 2 N Breakers Row #S25, Palm Beach, Florida 33480.

#### Article XI.

##### Distribution on Dissolution

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the

Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

Article XII.  
No Members

The Corporation shall not have Members.

Article XIII.  
Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article XIV.  
Bylaws

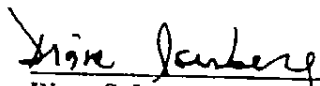
The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

Article XV.  
Amendment

These Articles may be amended, in whole or in part, only by Diane S. Isenberg during Diane S. Isenberg's life and while Diane S. Isenberg is not Unable to Act. After the death of Diane S. Isenberg, or if Diane S. Isenberg is Unable to Act, these Articles may not be amended or repealed by any person. Notwithstanding the foregoing sentence, after the death of Diane S. Isenberg, or if Diane S. Isenberg is Unable to Act, the Board of Directors may, by unanimous agreement, amend these Articles if such an amendment is required for the Corporation to continue to qualify as an organization described in Section 501(c)(3) of the Code, or to make changes of a technical or administrative nature, or to change the place of incorporation or principal office of the Corporation, but only if such amendment is in furtherance of, and not in derogation of, the limited purposes defined in paragraph A of Article IV.

For purposes of these Articles, an individual shall be "Unable to Act" if he or she is not serving as a Director of the Corporation, or if and so long as such individual shall, in the opinion of two medically certified doctors, be incapable of performing his or her duties as a Director by reason of advanced age, illness, accident, or any other cause.

The undersigned executes these Amended and Restated Articles of Incorporation of Isenberg Family Charitable Foundation, Inc. this 2<sup>nd</sup> day of April, 2019.

  
\_\_\_\_\_  
Diane S. Isenberg, President