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T. CARTER

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September 5, 2013

*Via Federal Express*

Department of State  
Division of Corporations  
ATTN: Amendment Section  
Clifton Building  
2661 Executive Circle  
Tallahassee, FL 32301

Re: Amendment to Articles of Incorporation  
N, J and J Family Foundation, Inc.

Dear Clerk:

Please find enclosed the following:

- a. Cover Letter;
- b. Original Articles of Amendment to Articles of Incorporation of N, J and J Family Foundation, Inc.;
- c. Copy of Articles of Amendment to Articles of Incorporation of N, J and J Family Foundation, Inc., to be certified;
- d. Our firm's check in the amount of \$52.50 for the filing fee, Certificate of Status, and certified copy; and
- e. A postage-paid, self-addressed envelope to return the Certificate of Status of certified copy of Amendment to Articles of Incorporation of N, J and J Family Foundation, Inc. to our office.

Thank you for your assistance.

Very truly yours,

*Bettina R. Tippet*

Bettina R. Tippet  
Legal Assistant

Enclosures

cc: Laird A. Lile, Esq.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
N, J AND J FAMILY FOUNDATION, INC.**

**(A Not for Profit Corporation)**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the corporation is N, J and J Family Foundation, Inc. (hereinafter referred to as the "Foundation"). The street and mailing address of the principal office of the Foundation is 784 Tramore Lane, Naples, Florida 34108.

**ARTICLE II  
AUTHORITY**

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

**ARTICLE III  
PURPOSES**

The Foundation is organized and shall be operated exclusively for charitable, educational, religious, scientific, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV  
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation 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 III hereof. No substantial part of the activities of the Foundation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Furthermore, the Foundation (i) shall distribute its income 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; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v)

shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### **ARTICLE V DISSOLUTION**

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations selected by the Foundation's Board of Directors that are organized and operated exclusively for charitable, educational, religious, scientific, and literary purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

#### **ARTICLE VI MEMBERS**

The Foundation shall not have members.

#### **ARTICLE VII DIRECTORS**

The number of directors of the Foundation shall be not less than three (3) and not more than five (5). The names and addresses of the initial directors of the Foundation are:

<u>Name</u>	<u>Address</u>
Nancy Grandis White	784 Tramore Lane Naples, Florida 34108
Jill Robin Levine	1916 W. Newport Street Chicago, Illinois 60657
Jodi Lynn Levine Timna	400 East San Marino Drive Miami Beach, Florida 33139

Each director (including the initial directors and any additional directors) shall serve until his or her death, incapacity, resignation, or removal. No individual shall be appointed or elected as a director without the individual's prior consent.

As long as Nancy Grandis White (the "Founder") is serving as a director, the Founder shall appoint any successor or additional directors and may remove any director, with or without cause, at any time. The Founder may, by a writing (including her will) signed by her, appoint her successor as a director, effective upon her death, incapacity, or resignation, and such instrument of appointment shall be revocable until it becomes effective. If the Founder fails to appoint a successor in the manner described in this Article, the remaining members of the Board of Directors then serving may fill the vacancy created by the death, incapacity, or resignation of

the Founder. Thereafter, the members of the Board of Directors then serving may fill any vacancies and elect additional directors.

#### **ARTICLE VIII INDEMNIFICATION**

The Foundation shall indemnify any officer, director, or employee, or any former officer, director, or employee, to the full extent permitted by law.

#### **ARTICLE IX REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is Laird A. Lile, 3033 Riviera Drive, Suite 104, Naples, Florida 34103-2746.

#### **ARTICLE X INCORPORATOR**

The name and address of the incorporator is Laird A. Lile, 3033 Riviera Drive, Suite 104, Naples, Florida 34103-2746.

#### **ARTICLE XI INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

The date of each amendment(s) adoption: August 24, 2013, if other than the date this document was signed.

Effective date if applicable: August 24, 2013  
(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 9/4/13

Signature Nancy M. White  
(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 G. White  
(Typed or printed name of person signing)

President  
(Title of person signing)