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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JAN R. LEWIS PHILANTHROPIC FUND INC.**

Certificate of Status	1
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DIVISION OF CORPORATIONS  
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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JAN R. LEWIS PHILANTHROPIC FUND INC.  
(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**NAME**

The name of the corporation shall be JAN R. LEWIS PHILANTHROPIC FUND INC. (the "Corporation").

**ARTICLE II.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be 4000 Ponce de Leon Blvd., Suite 510, Coral Gables, Florida 33146.

**ARTICLE III.**

**PURPOSE**

This Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To support and promote the arts, health education for children and animal rights efforts within the United States; and

(b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-for-Profit Corporation Act and exempt from federal income tax under section 501(c)(3) of the Code.

(c) In accordance with its aforementioned purposes the Corporation shall only provide grants to organizations that are exempt from federal income tax under section 501(c)(3) of the Code, that have similar

purposes as the Corporation and that conduct or will conduct activities that will further the purposes of the Corporation.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (l) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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 Code.

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 a 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).

#### ARTICLE IV.

##### MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE V.

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4000 Ponce de Leon Blvd., Suite 510, Coral Gables, FL 33146, and the name of the Corporation's initial registered agent at that address is Jan R. Lewis.

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be four. The number of directors may be increased or decreased from time to time as set forth in 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 as set forth in 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:

Jan R. Lewis  
4000 Ponce de Leon Blvd.  
Suite 510  
Coral Gables, FL 33146

Daniel R. Lewis  
4000 Ponce de Leon Blvd.  
Suite 510  
Coral Gables, FL 33146

Marley B. Lewis  
4000 Ponce de Leon Blvd.  
Suite 510  
Coral Gables, FL 33146

Dylan H. Lewis  
2720 Nelson Way  
#5457  
Santa Monica, CA 90409

**ARTICLE VII.**

**OFFICERS**

The Initial Officers of the corporation are:

Jan R. Lewis  
4000 Ponce de Leon Blvd.  
Suite 510  
Coral Gables, FL 33146

President, Secretary & Treasurer

**ARTICLE VIII.**

**INCORPORATOR**

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

Jan R. Lewis  
4000 Ponce de Leon Blvd.  
Suite 510  
Coral Gables, FL 33146

## ARTICLE IX.

DISSOLUTION

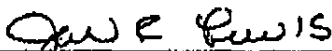
Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which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

## ARTICLE X.

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (b) of section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Second Amended and Restated Articles of Incorporation this 10 day of September 2014.

  
\_\_\_\_\_  
JAN R. LEWIS

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

**WITNESSETH:**

That, Jan R. Lewis Philanthropic Fund Inc., desiring to organize under the laws of the State of Florida, has named Jan R. Lewis, 4000 Ponce de Leon Blvd., Suite 510, Coral Gables, FL 33146, 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.

Dated this 10 day of September, 2014.

Jan R. Lewis  
Jan R. Lewis, Registered Agent

**CERTIFICATE OF COMPLIANCE WITH F.S. §817.1007(3)**

The Second Amended and Restated Articles attached hereto were unanimously authorized and directed by Unanimous Written Consent to Corporate Action by the Board of Directors of the Corporation dated as of September 10, 2014. The Corporation does not have members. All other provisions of the Articles of Incorporation of the Corporation, as heretofore amended, shall remain in full force and effect without any modification thereof.

Jan R Lewis  
JAN R. LEWIS