

MAR/28/2014/FRI 07:08 AM

Katz Baskies LLC

FAX No. 561-910-5701

P. 001

Division of Corporations

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N14000001914

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

From:

Account Name : KATZ BASKIES LLC
Account Number : I20080000071
Phone : (561) 910-5700
Fax Number : (561) 910-5701

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

Email Address: thomas.katz@katzbaskies.com

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AND
FILED

14 MAR 28 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHOP2CARE FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

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Division of Corporations
Tallahassee, Florida

C. LEWIS

MAR 31 2014

EXAMINER

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H140000746803

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Shop2care Foundation, Inc.DOCUMENT NUMBER: N14000001914The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas O. Katz

(Name of Contact Person)

Katz Baskies LLC

(Firm/ Company)

2255 Glades Road Suite 240W

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

thomas.katz@katzbaskies.com

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

For further information concerning this matter, please call:

Thomas O. Katz

(Name of Contact Person)

at (561) 910-5700

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" 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
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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

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MAR/28/2014/FRI 07:09 AM Katz Baskies LLC

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P. 006

14 MAR 28 AM 11:02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHOP2CARE FOUNDATION, INC.
(A Not-For-Profit Corporation)**

N14.0000001914

The undersigned, acting as Incorporator of SHOP2CARE FOUNDATION, INC., a corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following as Articles of Incorporation ("Articles of Incorporation") for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be SHOP2CARE FOUNDATION, INC. The initial principal office shall be 7777 Glades Road, Suite 100, Boca Raton, FL 33434.

ARTICLE II

PURPOSE

The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations as determined by the Board of Directors of the Corporation ("Board") that qualify as exempt organizations under Section 501(c)(3) of the Code, and to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

All funds of the Corporation and any monies from its operation shall be used in the furtherance of the purposes set forth above, and no benefits shall inure to any private parties, except benefits incidental to the purposes and objectives of the Corporation. All powers exercised herein

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shall be in furtherance of the purposes set forth above and shall at all times be in conformance with the provisions of Section 501(c)(3) of the Code.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

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ARTICLE IV

INCORPORATOR

The name of the Incorporator of this Corporation is Mark Asofsky, and the address of said Incorporator is 7777 Glades Road, Suite 100, Boca Raton, FL 33434.

ARTICLE V

BOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the initial Board of Directors shall be three (3).
The number of Directors shall be determined as provided in the Bylaws of the Corporation.

ARTICLE VII

BYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation consistent with Florida law or the Articles of Incorporation.

ARTICLE VIII

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such exempt organization or

organizations under Section 501(c)(3) of the Code as the Board shall determine. In no event shall any of such assets or property be distributed to any Director, Officer or other private individual.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The name and street address of the registered office of the Corporation is Mark Asofsky, 7777 Glades Road, Suite 100, Boca Raton, Florida 33434.

ARTICLE X

MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 26 day ^{February} of ~~January~~, 2014.



Mark Asofsky, Incorporator

APPROVED
AND
FILED

14 MAR 28 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR/28/2014/FRI 07:10 AM Katz Baskies LLC

FAX No. 561-910-5700

P. 010

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The date of each amendment(s) adoption: February 26, 2014
date this document was signed. SECRETARY OF STATE
TALLAHASSEE, FLORIDA If other than the

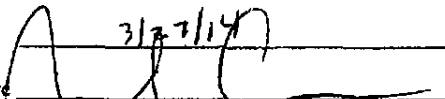
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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

Signature

3/27/14


(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)

Mark Asofsky

(Typed or printed name of person signing)

Director

(Title of person signing)