

N14000010820

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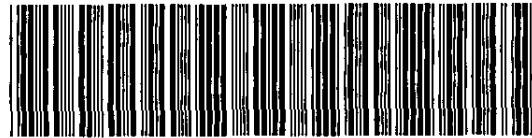
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend/Restate

DEC 30 2014

R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2014

ROBERT BERAHA
3250 MARY ST STE 102
COCONUT GROVE, FL 33133

SUBJECT: CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC.
Ref. Number: N14000010820

We have received your document for CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 214A00026559

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



HELLER
WALDMAN
ATTORNEYS AT LAW

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3250 Mary Street | Suite 102 | Coconut Grove, FL 33133

Robert S. Beraha, Esq.
rberaha@hellerwaldman.com
Direct Dial: 786-464-8951

December 22, 2014

Rebekah White
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Craig and Barbara Weiner Family Foundation, Inc.**
Ref No.: **N14000010820**

Dear Rebekah:

Pursuant to our telephone conversation, enclosed please find the Articles of Amendment with the word "Restated" added per your instructions. Please proceed to file the Articles.

If you have any questions, please feel free to call.

Sincerely,

Robert S. Beraha, Esq.

RSB/md
Enclosure



FILED
14 DEC 29 2014
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

DATED December 8, 2014

ARTICLE 1
NAME

The name of this corporation shall be CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 3064 Birkdale Drive, Weston, Florida, 33332.

ARTICLE 3
PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provisions of these Articles of Incorporation, 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 4

POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) 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.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
 - (a) 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 Internal Revenue Code.
 - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
 - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.
 - (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

ARTICLE 5
MEETINGS

After incorporation, an organizational meeting shall be held in accordance with Chapter 617, Florida Statutes, as amended. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Directors agree.

ARTICLE 6
MEMBERSHIP

The Corporation shall not have members.

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC., 3064 Birkdale Drive, Weston, Florida, 33332, and the name of the Corporation's initial registered agent at that address is Craig Weiner.

ARTICLE 8
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 in accordance with 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 regulated by 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:

Craig Weiner
3064 Birkdale Drive
Weston, Florida 33332

Barbara Weiner
3064 Birkdale Drive
Weston, Florida 33332

Andrea Aronsohn
9245 Este Lago Drive
Boca Raton, Florida 33496

Joseph Jackson
4627 Ponce De Leon Boulevard
Coral Gables, Florida 33146

ARTICLE 9
INCORPORATOR

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

Craig Weiner
3064 Birkdale Drive
Weston, Florida 33332

ARTICLE 10
DISSOLUTION

Upon the dissolution or winding up of this 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 Internal Revenue Code, as selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on the day and year first written above.



Craig Weiner
Incorporator

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

WITNESSETH:

That, CRAIG AND BARBARA WEINER FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Craig Weiner at 3064 Birkdale Drive, Weston, Florida, 33331, 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.



Craig Weiner, Registered Agent