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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNRISE COMMUNITY, Inc.

9040 Sunset Drive
Miami, Florida 33173
Telephone: (305) 596-9040
Fax: (305) 598-8240

December 4, 2001

State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 ~~*****78.75~~
43.75

Dear Sir or Madam:

Enclosed you will find one original and one copy of the Amended and Restated Articles of Incorporation for Sunrise Community Foundation, Inc. along with our check in the amount of $78.75 to cover the filing fee and the cost of a certified copy.

Please return the certified copy to my attention as soon as possible.

Sincerely,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant to the President & CEO

Amend + Restate Arts
12-12-01
OHS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Sunrise Community Foundation, Inc.
(A Florida Not For Profit Corporation)

These Amended and Restated Articles of Incorporation were approved by the sole member, The Phineas Corporation, and unanimously by the Directors of Sunrise Community Foundation, Inc. on October 25, 2001 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

ARTICLE I – NAME

The name of this corporation is Sunrise Community Foundation, Inc. The address of the Principal office and mailing address is: 9040 Sunset Drive, Miami, FL 33173

ARTICLE II – CORPORATE EXISTENCE AND ENABLING LAW

The existence of this corporation commenced on the 2nd day of November 1988. The duration of the corporation shall be perpetual. This Organization is organized pursuant to Chapter 617, Florida Statutes, as a Corporation not-for-profit.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

Sunrise Community Foundation, Inc.
9040 Sunset Drive
Miami, Florida 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a not-for-profit corporation as defined in the Florida Not For Profit Corporation Act. The Corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, and to promote programs for the benefit of developmentally disabled populations and thereby to generally enhance the public welfare.

In furtherance of the Corporation's exempt purposes, and consistent with its status as an "exempt organization" and its "exempt purposes" within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Corporation shall be empowered to:

A. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value, (but no such items shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other "exempt purposes" within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to section 501(c)(3) of the Internal Revenue Code, as amended;

B. To advertise and promote the facility and/or activities of the Corporation.

C. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income there from, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

D. To receive income from various sources, including fees, entrance charges, rent, grants, contracts, loans, and/or any other appropriate source determined to be necessary to carry out the exempt purposes of the Corporation, and to determine the best use of the receipts through preparation of annual budgets, reviewed and accepted by the Board of Directors.

E. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes set forth above.

ARTICLE V - LIMITATION

A. No part of the net earning, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

C. The Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI - MEMBERS

The members shall have all the rights and privileges granted to members of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws of the corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

Leslie W. Leech, Jr.
9040 Sunset Drive
Miami, Florida 33173

ARTICLE VIII - BOARD OF DIRECTORS

A. Duties:

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation. The By-Laws may provide for ex officio and honorary Directors, and specify their rights and privileges.

B. Manner in Which Directors are Elected:

The qualification of Directors of the Corporation, the authorized number, and the manner of electing Directors to this Corporation, the privilege of voting and the rights and privileges of Directors, shall be set forth in the By-Laws of this Corporation.

C. Terms:

Directors shall serve for a period of three years in staggered periods to be set forth in the By-Laws.

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, dispose of all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE XII – NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion. This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

These Amended Articles of Incorporation were duly adopted by unanimous majority vote of 5 Directors and sole member present at the special meeting held October 25, 2001. The amended Articles are hereby adopted this 25th day of October 2001.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated Articles of Incorporation this 25th day of October 2001.

Barnett A. Greenberg, President

George L. Spelios, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Amended and Restated Articles of Incorporation of Sunrise Community Foundation, Inc., were acknowledged before me by Barnett A. Greenberg, and George L. Spelios, President and Secretary respectively of the corporation, both who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 25th day of October 2001.

My Commission Expires:

Sherri L. Thorp

Sherri L. Thorp, Notary Public

NOTARY PUBLIC STATE OF FLORIDA
SHERRI L. THORP
MY COMMISSION # DD 005697
EXPIRES: Mar 1, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

SOIART.10-25-01

<u>CERTIFICATE OF DESIGNATION</u>
<u>REGISTERED AGENT/REGISTERED OFFICE</u>

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Sunrise Community Foundation, Inc.

2. The name and address of the registered agent and office is:

Leslie W. Leech, Jr.
9040 Sunset Drive
Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Leslie W. Leech, Jr. October 25, 2001

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 25th day of October, 2001 by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.

Sherri R. Thorp
Sherri L. Thorp

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
SHERRI L. THORP
MY COMMISSION # DD 005697
EXPIRES: Mar 1, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

CERTIFICATE
AS TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNRISE COMMUNITY FOUNDATION, INC.

By written consent entered into on October 25, 2001 by all Members of Sunrise Community Foundation, Inc., a Florida not for profit corporation, originally incorporated on September 2, 1986, said Corporation has amended and restated, in total, the existing Articles of Incorporation, and in lieu thereof, adopted the amended and restated Articles of Incorporation in the form affixed hereto.

1. This restatement contains amendments to the articles requiring member approval.
2. The board of directors adopted the restatement.
3. The name of the corporation: Sunrise Community Foundation, Inc.
4. The text of each amendment is affixed hereto
5. Date of adoption by members: 10/25/01.
6. The number of votes cast for the amendment was sufficient for approval.

SUNRISE COMMUNITY FOUNDATION, INC.,
A Florida not-for-profit corporation

By: ______________
Barnett Greenberg, President

Attest: ______________
George Spelios, Secretary