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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE ELEVATE PRIZE FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ELEVATE PRIZE FOUNDATION, INC.**

In compliance with the requirements of Chapter 617, Section 617.1007 of the Florida Statutes, as amended from time to time, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), the Articles of Incorporation of The Elevate Prize Foundation, Inc., a Florida not-for-profit corporation, are hereby amended and restated to read in their entirety as follows (these Amended and Restated Articles of Incorporation are hereinafter referred to as the "Articles"):

**ARTICLE 1
NAME**

The name of this corporation is The Elevate Prize Foundation, Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is c/o 100 South Pointe Drive, Unit 2305, Miami Beach, Florida 33139.

**ARTICLE 3
REGISTERED AGENT**

The name of the registered agent of the Corporation, who is authorized to receive service of process, is Capitol Corporate Services, Inc. The street address of the registered office of the Corporation is 515 East Park Avenue, Second Floor, Tallahassee, Florida 32301.

**ARTICLE 4
PURPOSES**

4.1 General Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, literary, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

4.2 Specific Purposes. The Corporation's central charitable objective is to elevate the human experience by supporting qualified charitable recipients, including organizations but with

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a particular emphasis on individuals, who are making advancements in the areas of relief of the poor, disaster relief, healthcare, affordable housing, education, religion, arts, scientific research, and environmental protection. In accordance with the foregoing, the specific purposes for which the Corporation is formed are as follows:

(a) To select qualified recipients from potential individuals and organizations, each exclusively of a charitable class (the "recipients");

(b) To provide these recipients with operational funding, strategic administrative support, advice, and training;

(c) To provide consistent follow-up with such recipient's progress;

(d) To provide consistent and regular oversight to assure each recipient's finances are compliant with the Corporation's charitable purpose with respect to that recipient;

(e) To assure the Corporation's compliance with federal and state tax law;

(f) To perform any other exempt purpose related to those described in herein; and

(g) To engage in such other lawful activities as are reasonably necessary or incidental to the furtherance of the foregoing purposes.

ARTICLE 5 POWERS

In furtherance of the purposes described in Article 4 above, the Corporation is authorized:

(a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the Board of Directors as required by the Bylaws of the Corporation.

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(d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation pursuant to Section 617.0302(3) of the Florida Statutes.

(j) To do all acts and things necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations not for profit under the Florida Not for Profit Corporation Act, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

Despite the foregoing, all powers and activities of the Corporation and its Board of Directors are limited by and subject to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles.

ARTICLE 6 MEMBERSHIP

The Corporation may have one or more members. The qualifications and rights of the members shall be set forth in the Bylaws.

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ARTICLE 7 DIRECTORS

Subject to the powers reserved to the members in the Bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number and method of election or appointment of Directors (not less than three) shall be fixed and governed by the Bylaws.

The names and addresses of the presently-elected Directors are as follows:

Director Name	Address
Joseph S. Deitch	100 South Pointe Drive, Unit 2305 Miami, Florida 33139
Matthew F. Deitch	100 South Pointe Drive, Unit 2305 Miami, Florida 33139
Eric Brenman	20 William Street, Suite 130 Wellesley, Massachusetts 02481

The terms for which the Directors are to serve, and the method by which the Directors are to be elected, will be stated in the Bylaws.

ARTICLE 8 COMPENSATION AND INDEMNIFICATION OF DIRECTORS, OFFICERS, AND MEMBERS

8.1 Compensation. A director, officer or member of the Corporation may receive reasonable compensation for personal services rendered as a director, officer or member, or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances paid on behalf of the Corporation, provided they are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Provisions relating to compensation payable to directors, officers or members of the Corporation will be stated in the Bylaws. Any such compensation shall be limited to reasonable compensation for personal services rendered to the Corporation, which services shall be reasonable and necessary to carrying out the charitable purposes of the Corporation.

8.2 Indemnification. Every director, officer and member of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director, officer or member may be a party or may become involved by reason of being or having been a director, officer or member of the

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Corporation, whether or not a director, officer or member at the time such expenses are incurred, but only if (i) the director, officer or member is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director, officer or member may be entitled by law. Appropriate liability insurance may be provided for every officer, director, member and agent of the Corporation in amounts determined from time to time by the Board of Directors.

8.3 Prohibition Against Self-Dealing and Excess Benefit Transactions. Anything contained in this Article to the contrary notwithstanding, the Corporation shall make no payment which would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code, or that would result in an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code.

ARTICLE 9 CHARITABLE LIMITATIONS

Despite any other provision of these Articles, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

9.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Directors, officers, or members of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered: (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount; and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

9.2 No Propaganda. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

9.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

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(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10 DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation commenced on February 7, 2018, and shall exist perpetually.

ARTICLE 11 DISSOLUTION AND DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to such tax-exempt organizations that are described in Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article 4 above, as the Board of Directors determines. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes, or to such organization or organizations as that court determines are organized and operated exclusively for such purposes.

ARTICLE 12 BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Board of Directors; subject, however, to the approval of the member(s), in accordance with the provisions of the Bylaws.

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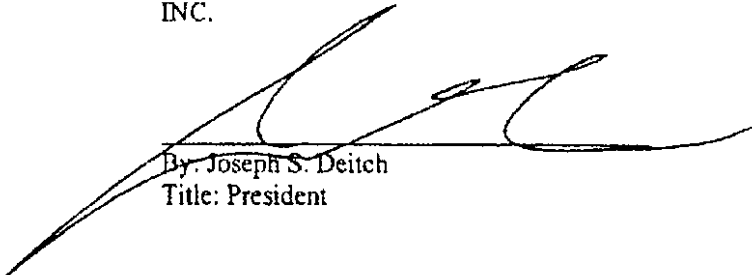
CERTIFICATE

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of The Elevate Prize Foundation, Inc., were adopted by the members on November 1, 2019, as the number of votes was sufficient for approval. The Board of Directors of the Corporation approved and adopted these Amended and Restated Articles of Incorporation of The Elevate Prize Foundation, Inc. by unanimous written consent effective November 1, 2019.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes this document on behalf of the Corporation.

Dated this 24 day of April, 2020.

THE ELEVATE PRIZE FOUNDATION,
INC.



By: Joseph S. Deitch
Title: President