

Florida Department of State

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROBYN'S RAINBOWS, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROBYN'S RAINBOWS, INC.
(a Florida not for profit corporation)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Directors of the Corporation do hereby adopt the following Amended and Restated Articles of Incorporation of Robyn's Rainbow, Inc. filed with the Florida Department of State on March 19, 2018, document number N18000003042:

ARTICLE I

Name

The name of the corporation is Robyn's Rainbows, Inc. (hereinafter the "Corporation").

ARTICLE II

Duration

The period of the Corporation's duration is perpetual.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include the following: To provide cancer patients that cannot afford hair-saving technology, not covered by insurance used during chemotherapy; provided, however, that notwithstanding the foregoing, particular purposes found in this Article III, the Corporation shall not engage in any activity that may not be engaged in by a Corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV

Powers

The Corporation has the power to engage in any lawful activity under the corporation code of the State of Florida, including opening and operating a bank account.

ARTICLE V

Principal Office and Mailing Address

The Corporation's principal office and mailing address is 2101 NE 210th Street, North Miami Beach, FL 33179

ARTICLE VI

Directors and Officers

The Corporation shall have at least three (3) directors. The corporations' Board of Directors and Officers shall be comprised of the following persons:

Office	Name	Address
Director and President	Eric T. Markson	2101 NE 210 th Street North Miami Beach, FL 33179
Director and Vice President	Aimee Kasimow	2110 NE 211 Street Miami, FL 33179
Director and Vice President	Elizabeth Korfin	3501 North 33 rd Terrace Hollywood, FL 33021

ARTICLE VII

Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE VIII
Indemnification

The Corporation does indemnify any directors, officers and employees of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.

ARTICLE IX
Restrictions

- 9.01** The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code,
- 9.02** The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.03** The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.04** The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 9.05** The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation as of the 26th day of July, 2019.


Eric T. Markson, President

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**CERTIFICATE
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROBYN'S RAINBOWS, INC.**

The undersigned, does hereby certify that pursuant to Section 617.1007(3), the attached Amended and Restated Articles of Incorporation of Robyn's Rainbows, Inc., a Florida not for profit corporation (the "Corporation") filed with the Florida Department of State on March 19, 2018, document number N18000003042 have been adopted by the Corporation's board of directors. The Corporation has no members, therefore the Amended and Restated Articles of Incorporation of the Corporation do not require member approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 26th day of July, 2019.



Eric T. Markson, President

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