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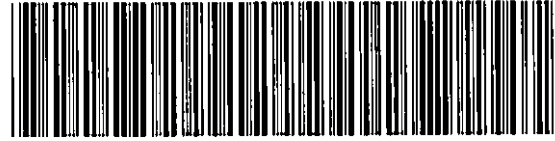
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SECOND JUDGE CLERK  
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Amend

FEB 07 2020  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Woland Foundation, Inc.

**DOCUMENT NUMBER:** N19000000641

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bart Chepenik

(Name of Contact Person)

Chepenik Trushin LLP

(Firm/ Company)

12550 Biscayne Blvd., Suite 805

(Address)

North Miami, Florida 33181

(City/ State and Zip Code)

bchepenik@ctlip.com

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

For further information concerning this matter, please call:

Bart Chepenik

305

981-8889

at

(Name of Contact Person)

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

The Woland Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N19000000641

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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CLERK OF DISTRICT COURT

See Attached

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**The date of each amendment(s) adoption:** \_\_\_\_\_, if other than the date this document was signed.

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

**AMENDED ARTICLES OF INCORPORATION  
OF  
THE WOLAND FOUNDATION, INC.  
(a Florida Not for Profit Corporation)**

Articles of Incorporation were filed for this corporation on January 15<sup>th</sup>, 2019 and assigned Florida document number N19000000641. The Board of Directors hereby amend the Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation shall be "The Woland Foundation, Inc." (hereinafter referred to as the "**Corporation**").

**ARTICLE II – CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is 307 South 21<sup>st</sup> Avenue, Hollywood, FL 33020.

**ARTICLE IV - PURPOSES**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "**Code**" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

## **ARTICLE V - MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of three (3) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

## **ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Elizabeth Van Dillewijn	307 South 21 <sup>st</sup> Avenue Hollywood, FL 33020
Andrew Witkin	307 South 21 <sup>st</sup> Avenue Hollywood, FL 33020
Natalie Cardoso	12697 NW 14 <sup>th</sup> place, Sunrise, FL 33323

## **ARTICLE VII - POWERS**

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

## **ARTICLE VIII - LIMITATIONS**

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 in Article IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and 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, or engage in political activities of any kind[, except as permitted by the provisions of §501(h) of the Code].

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);

2. Retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);

3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or

4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Bart H. Chepenik, and the street address of the Corporation's initial registered agent is 12550 Biscayne Blvd, Suite 805, North Miami, FL 33181.

#### **ARTICLE X - INCORPORATOR**

The name and address of the sole incorporator of the Corporation is: Elizabeth Van Dillewijn, 307 South 21<sup>st</sup> Avenue, Hollywood, FL 33020.



## **ARTICLE XI- CONTRIBUTIONS**

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

## **ARTICLE XII - DISTRIBUTION ON DISSOLUTION**

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

## **ARTICLE XIII – NO MEMBERS**

The Corporation shall not have Members.

## **ARTICLE XIV - DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

## **ARTICLE XV - BYLAWS**

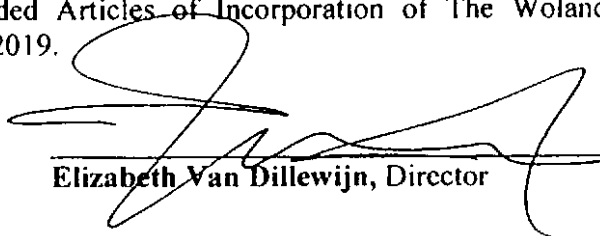
The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

## **ARTICLE XVI - AMENDMENT**

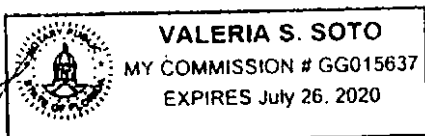
These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

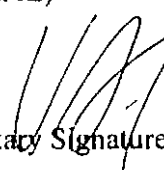
The undersigned execute these Amended Articles of Incorporation of The Woland Foundation, Inc. this 12 day of December, 2019.

Sworn to (or affirmed) and subscribed before me this  
12 day of December,  
2019, by Elizabeth Van Dillewijn.  
Personally known                     

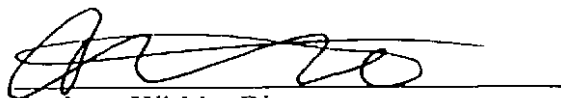
  
Elizabeth Van Dillewijn, Director

(SEAL)

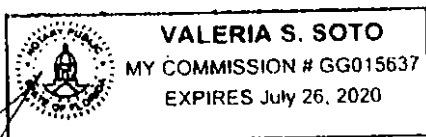


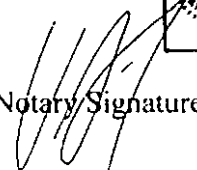
  
Notary Signature

Sworn to (or affirmed) and subscribed before me this  
12 day of December,  
2019, by Andrew Witkin.  
Personally known                     

  
Andrew Witkin, Director

(SEAL)

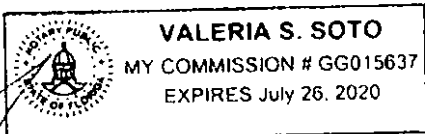


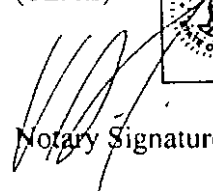
  
Notary Signature

Sworn to (or affirmed) and subscribed before me this  
12 day of December,  
2019, by Natali Cardoso.  
Personally known                     

  
Natali Cardoso, Director

(SEAL)



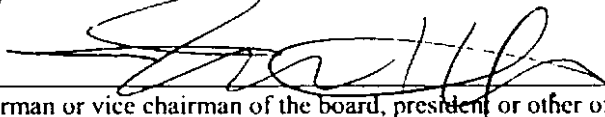
  
Notary Signature

- ☒ 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

12/26/2019

Signature



(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)

Elizabeth Van Dillewijn

\_\_\_\_\_  
(Typed or printed name of person signing)

Director

\_\_\_\_\_  
(Title of person signing)