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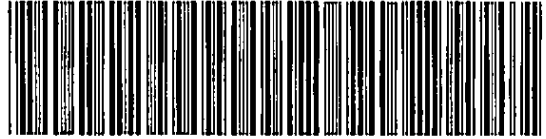
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** BASC GOLDBERG FAMILY FOUNDATION, INC.

**DOCUMENT NUMBER:** N19000007029

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

Please return all correspondence concerning this matter to the following:

M. Adam Bankier, Esquire

Name of Contact Person

Bankier, Arlen & Snelling Law Group, PLLC

Firm/ Company

101 SE 6th Avenue, Suite C

Address

Delray Beach, FL 33483

City/ State and Zip Code

goldham@bankierlaw.com

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

For further information concerning this matter, please call:

Gilda R. Oldham, CP, FRP

at ( 561 ) 278-3110

Name of Contact Person

Area Code & Daytime Telephone Number

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|--|--|---|---|

**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  
BASC GOLDBERG FAMILY FOUNDATION, INC.  
(a Florida Not for Profit Corporation)  
(Document Number N19000007029)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments or additions to its Articles of Incorporation:

1. The new name of the corporation shall be as follows:

**THE AVERY GOLDBERG FAMILY FOUNDATION, INC.**

2. Article III shall be amended to read as follows:

**ARTICLE III – PURPOSES**

The specific purpose for which this Corporation is organized is:

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.”

2. Article IV shall be amended to read as follows:

**“ARTICLE IV**

The Management of the Corporation shall be as follows:

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 five (5) 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.”

3. The following Articles shall be added at the end of the Articles of Incorporation electronically filed on June 27, 2019 starting with Article VIII to read as follows:

**“ARTICLE VIII - 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 IX - 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.

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 X- CONTRIBUTIONS**

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

#### **ARTICLE XI - 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 XII – NO MEMBERS**

The Corporation shall not have Members.

**ARTICLE XIII - DURATION**

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

**ARTICLE XIV - BYLAWS**


The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation 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 XV - AMENDMENT**

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

4. There are no members or members entitled to vote on the Amendment. The amendments were adopted by the Board of Directors.

The undersigned executes these Articles of Amendment to Articles of Incorporation of **BASC GOLDBERG FAMILY FOUNDATION, INC.** this 17 day of JUNE, 2022.

  
M. Adam Bankier, Chairman of the Board

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