

N200000001999

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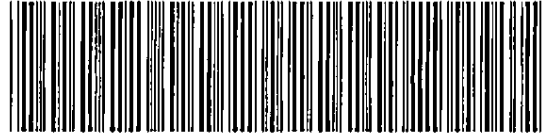
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FL

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N CULLIGAN

FEB 17 2020

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 2/14/2020

Acc#I20160000072

*en: c DW*

Name:	FRESH EYES FOUNDATION
Document #:	
Order #:	12678992 - 1

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

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Availability _____
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Examiner _____
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Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 103.75

113.75

Thank you!

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fresh Eyes Foundation LLC  
(Name of Entity)

The enclosed Articles and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gil Green  
(Contact Person)

Fresh Eyes Foundation LLC  
(Firm/Company)

150 NW 21st Street  
(Address)

Miami, FL 33127  
(City/State and Zip Code)

For further information concerning this matter, please call:

Gregory M. Weigand at (305) 358-3500  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

gweigand@mwe.com  
(Email address to receive annual filing notices)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 17, 2020

CT CORP

**CORRECTED**  
**Please Allow For**  
**Same File Date**

SUBJECT: FRESH EYES FOUNDATION LLC  
Ref. Number: W20000016282

We have received your document for FRESH EYES FOUNDATION LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The wrong conversion form was submitted. I am enclosing a copy of the form needed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 020A00003469

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ARTICLES OF CONVERSION      SECRETARY OF STATE  
TALLAHASSEE, FL

OF A

FLORIDA LIMITED LIABILITY COMPANY

TO A

FLORIDA NOT FOR PROFIT CORPORATION

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The Articles of Conversion, and attached Articles of Incorporation, are submitted to convert a Florida limited liability company to a Florida not for profit corporation, pursuant to chapter 605 (concerning Limited Liability Companies) and chapter 617 (concerning Not For Profit Corporations) of the Florida Statutes. In accordance, the undersigned, hereby certifies:

**FIRST:** The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is Fresh Eyes Foundation LLC.

**SECOND:** The "Other Business Entity" is a Florida Limited Liability Company first organized, formed or incorporated under the laws of Florida on September 5, 2018.

**THIRD:** The effective date of the conversion of the company to a Florida not for profit corporation is upon filing of the Articles of Conversion and the Articles of Incorporation with the Florida Department of State, Division of Corporations (the "*Effective Date*").

**FOURTH:** The plan of conversion was approved by the Company in accordance with chapter 605 of the Florida Statutes.

**FIFTH:** The name of the Florida not for profit Corporation as set forth in the attached Articles of Incorporation is Fresh Eyes Foundation Inc.

*[Remainder of Page Intentionally Left Blank; Signature(s) to Follow]*

**IN WITNESS WHEREOF**, the undersigned Authorized Representative of the Not For Profit Corporation and the Other Business Entity have executed these Articles of Conversion as of the Effective Date.

**NOT FOR PROFIT CORPORATION**

DocuSigned by:

*Gil Green*

E2DFC384AA00425

Name: Gil Green

Title: Incorporator

**OTHER BUSINESS ENTITY**

DocuSigned by:

*Gil Green*

E2DFC384AA00425

Name: Gil Green

Title: Member

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ARTICLES OF INCORPORATION

OF

FRESH EYES FOUNDATION INC.

SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned incorporator, for the purpose of forming a Florida not for profit corporation, pursuant to and in accordance with chapter 617 (Corporations Not For Profit) of the Florida Statutes (the "*Act*"), hereby adopts the following Articles of Incorporation:

**Article I – NAME**

The name of the Florida not for profit corporation is Fresh Eyes Foundation Inc. (the "*Foundation*").

**Article II – ADDRESS**

The initial principal place of business and the mailing address of the Foundation is:

150 NW 21st Street  
Miami, FL 33127

**Article III – PURPOSES AND POWERS**

3.1 Purposes. The Foundation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*") that include, but are not limited to, funding, administering, implementing, operating and assisting programs that educate youth in the areas of film direction and production and otherwise expanding educational opportunities in those areas.

3.2 Powers. The Foundation shall have all powers provided for in the Act.

**Article IV – MANNER OF ELECTION**

The manner in which directors are elected or appointed is as provided in the Bylaws of the Foundation.

*[Remainder of page intentionally left blank]*

### **Article V – INITIAL DIRECTORS**

The initial directors of the Foundation (collectively the “*Board of Directors*”), and their respective addresses, are:

Name: Gil Green  
Address: 150 NW 21st Street  
Miami, FL 33127

Name: Eva Silverstein  
Address: 150 NW 21st Street  
Miami, FL 33127

Name: Udonis Haslem  
Address: 150 NW 21st Street  
Miami, FL 33127

Name: Alex Blavatnik  
Address: 150 NW 21st Street  
Miami, FL 33127

### **Article VI – REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Gil Green  
150 NW 21st Street  
Miami, FL 33127

The written acceptance of the Foundation’s initial registered agent is attached herein as Exhibit A.

### **Article VII – EFFECTIVE DATE**

The effective date for this Foundation shall be upon filing these Articles of Incorporation.

### **Article VIII – LIMITATIONS**

8.1 Use of Property, Funds, and Income. No part of the property, funds or income of the Foundation shall be distributed to nor shall any part of the net income, if any, of the Foundation inure to the benefit of its members, directors, officers, or any other private individual, except that the Foundation 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 III.

8.2 Political Activity. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent



permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

8.3 Other Activities. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

### **Article IX – TERM; DISSOLUTION**

9.1 Term. The Foundation shall have perpetual existence.

9.2 Dissolution. In the event of dissolution, all of the remaining assets and property of the Foundation shall, after payment of indebtedness, and expenses necessary to the dissolution and winding-up the affairs of the Foundation, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Foundation's Board of Directors shall determine. 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 Foundation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

### **Article X – BYLAWS**

The Foundation's Board of Directors shall make and adopt Bylaws for the Foundation. The Foundation's Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

### **Article XI – DIRECTOR AND OFFICER COMPENSATION**

The Foundation's directors and officers shall not receive compensation, directly or indirectly, for their services as directors and officers. This prohibition shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

### **Article XII – AMENDMENTS**

11.1 Notice of Amendments. Notice of the subject matter of any proposed amendments to these Articles of Incorporation shall be included in the notice of the meeting at which any proposed amendments are considered.

11.2 Procedure. These Articles of Incorporation may be amended by the Foundation's Board of Directors in a duly called meeting as provided in the Foundation's Bylaws.

11.3 Effective Date. Any amendment to these Articles of Incorporation approved and adopted by the Foundation's Board of Directors shall be effective upon filing with the Secretary of State as provided by law, unless the Board of Directors selects a different effective date in accordance with the Act.

## **Article XII – MISCELLANEOUS**

The Foundation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided, however, that gifts shall be subject to acceptance by the Foundation in the manner provided by the Board of Directors.

## **Article XIV – INCORPORATOR**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a not for profit corporation under the laws of the State of Florida, and does make and file a written acceptance declaring and certifying that the facts set forth herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155 of the Act. Accordingly, I have set my hand and seal at Miami, Florida, this 21<sup>st</sup> day of February, 2020.

DocuSigned by:

*Gil Green*

E2DEC384AA00425

Gil Green  
150 NW 21st Street  
Miami, FL 33127

**EXHIBIT A**

**Written Acceptance of Initial Registered Agent**

*Please see attached.*

**Written Acceptance by Registered Agent**

Having been named as the initial Registered Agent to accept service of process for Fresh Eyes Foundation Inc., a Florida not for profit corporation (the "***Foundation***"), at the place designated in Article VI of the Foundation's Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

February 21, 2020

DocuSigned by:



E2DFC384AA00425

Gil Green  
150 NW 21st Street  
Miami, FL 33127

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2020 FEB 14 PM 3:28  
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TALLAHASSEE, FL