

N21 00000 3109

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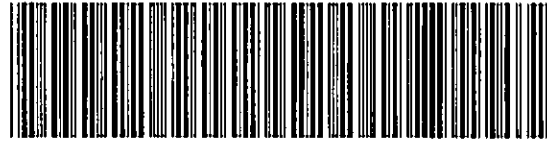
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10/06/21--01005--021 \*\*43.75

FILED

2021 OCT 22 AM 8:27

SECRETARY OF STATE  
TALLAHASSEE, FL



2021 OCT 22 AM 8:01

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 13, 2021

GARY R SASLAW PA  
20801 BISCAYNE BLVD  
SUITE 304  
AVENTURA, FL 33180

SUBJECT: SASLAW FAMILY FOUNDATION, INC.  
Ref. Number: N21000003109

We have received your document for SASLAW FAMILY FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Catherine M Brumbley  
Regulatory Specialist II

Letter Number: 921A00024908

LAW OFFICES  
**GARY R. SASLAW, P.A.**  
20801 BISCAYNE BOULEVARD  
SUITE 304  
AVENTURA, FLORIDA 33180-1422

GARY SASLAW  
E-MAIL: GRS@GRSPA.COM

(305) 682-0200  
FAX: (305) 682-1800

October 1, 2021

**Via Federal Express**  
**Tracking No.: 7748 6172 8349**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303  
(850) 245-6050

Re: Saslaw Family Foundation, Inc.

Gentlemen:

Please find enclosed an original and one copy of the executed Amended & Restated Articles of Incorporation of Saslaw Family Foundation. I have also enclosed a check in the amount of \$43.75 payable to the "Florida Department of State" to cover the following:

Filing Fee .....	\$ 35.00
Certified Copy Fee .....	<u>8.75</u>
Total .....	\$43.75

Please return a certified copy of the Amended & Restated Articles of Incorporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

Enclosures

**AMENDED & RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SASLAW FAMILY FOUNDATION, INC.**

**FILED**  
2021 OCT 22 AM 8:27  
SECRET  
TALLAHASSEE, FL  
62

We, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE 1**  
**NAME**

The name of this corporation shall be **SASLAW FAMILY FOUNDATION, INC.** (the "**Corporation**"). The principal office of the Corporation shall be located at 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180, but the Corporation may maintain offices, and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

**ARTICLE 2**  
**EXISTENCE**

The Corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE 3**  
**PURPOSES AND POWERS**

The Corporation is organized exclusively for religious, scientific, educational or charitable purposes, including but not limited to the following:

3.1 The general purpose of the Corporation is to receive, administer and distribute funds and property for religious, scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**").

3.2 To carry out its general purposes, the Corporation may assist any religious, scientific, educational or charitable institution or group that the Corporation, by a determination of the majority of the Board of Directors, may designate. The Board of Directors shall determine the amount of funds or property

to be donated to each such religious, educational or charitable institution or group, and any conditions which may be attached to each donation.

3.3 The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in Article 3.1 and Article 3.2, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds or property to be allocated to each such program, and any conditions which may be attached to each such allocation, if any.

3.4 The Corporation shall have all of the corporate powers enumerated in Chapter 617 of the Florida Statutes, as the same may be amended from time to time.

#### **ARTICLE 4**

##### **MEMBERS**

4.1 The Members of the Corporation shall consist of those persons set forth in the Corporation's Bylaws.

4.2 Each Member shall have the rights and powers set forth in the Bylaws.

#### **ARTICLE 5**

##### **DIRECTORS**

5.1 The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three persons.

5.2 The manner of admission of the Directors and their respective terms shall be as set forth in the Corporation's Bylaws.

#### **ARTICLE 6**

##### **OFFICERS**

6.1 The affairs and property of the Corporation shall be managed and governed by its Officers which shall include a President, Vice President, Treasurer, Secretary, and such other officers as may be appointed and determined by the Board of Directors.

6.2 The manner of admission of the Officers and their respective terms shall be as set forth in the Corporation's Bylaws.

**ARTICLE 7**  
**DISSOLUTION**

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's purposes as set forth in Article 3 which then qualify under the provisions of Code Section 501(c)(3) of the Code, as the Board of Directors shall determine.

**ARTICLE 8**  
**INCORPORATORS**

The names and addresses of the incorporators are set forth below:

<b><u>Name</u></b>	<b><u>Address</u></b>
Gary R. Saslaw	20801 Biscayne Blvd., Suite 304 Aventura, Florida 33180-1422

**ARTICLE 9**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered office shall be located 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180-1422 and the name of the initial registered agent at such address is Gary R. Saslaw who shall serve as registered agent until his successor has been appointed and qualifies.

**ARTICLE 10**  
**BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Member(s). The Bylaws may thereafter be altered, amended or rescinded in accordance with the then existing Bylaws.

**ARTICLE 11**  
**AMENDMENTS TO ARTICLES**

11.1 These Articles of Incorporation may be altered, amended or rescinded (in either case, an "Amendment"), at any time, and from time to time, by the Member of the Corporation. If the Member proposes such an Amendment, a written copy of such Amendment shall be delivered to each Director then serving, and the President or other officers of the Corporation shall promptly cause such Amendment to be properly executed and delivered to the Florida Department of State for filing.

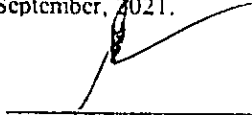
serving, and the President or other officers of the Corporation shall promptly cause such Amendment to be properly executed and delivered to the Florida Department of State for filing.

**ARTICLE 12**  
**INDEMNIFICATION**

12.1 The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida Not For Profit Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; or (ii) is or was an officer of the Corporation; provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

12.2 The foregoing is subject to and shall not limit any rights granted to the Corporation by the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 30th day of September, 2021.



Gary Saslaw, Director



Diane Saslaw, Director



Jeremy Saslaw, Director

NOTE: These Amended & Restated Articles of Incorporation were adopted by the Members of the Corporation on September 30, 2021, and the number of votes cast for the Amended & Restated Articles of Incorporation was sufficient for approval.