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Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMDUR FAMILY FOUNDATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

1. The current name of the Corporation is AMDUR FAMILY FOUNDATION, INC.
2. The original Articles of Incorporation for the Corporation were filed effective November 1, 2021 and assigned document number N21000012734 (the "Original Articles").
3. Pursuant to the provisions of Section 617.1002 and Section 617.1007 of the Florida Not for Profit Corporation Act, Fla. Stats. Chapter 617, the Original Articles are amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME; FORMATION**

The name of the not-for-profit corporation is AMDUR FAMILY FOUNDATION, INC. (the "Corporation"). The Corporation was formed as a not-for-profit corporation pursuant to the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617 (the "Florida Act"), and these Articles of Incorporation ("Articles") were prepared and executed in compliance with the requirements of the Florida Act.

**ARTICLE 2
ADDRESS OF INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the Corporation are as follows:

Street Address:

300 71st Street
Suite 620
Miami Beach, FL 33141

Mailing Address:

300 71st Street
Suite 620
Miami Beach, FL 33141

**ARTICLE 3
NO CAPITAL STOCK**

The Corporation is not organized for profit; it shall not authorize or issue any capital stock.

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ARTICLE 4

MISSION AND PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to other charitable, religious, educational, and scientific organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, educational, and scientific purposes, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act (Fla. Stat. Ann. Section 617.01011 et seq.).

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 5

POWERS

In furtherance of its exclusively charitable, religious, educational, and scientific corporate purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

The Corporation shall not engage in any of the following activities:

(1) 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

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(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws.

ARTICLE 6 **MEMBERS**

The sole Member of the Corporation shall be Isabelle Amdur. Until Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation: (i) the Corporation shall have one (1) Member; (ii) the Member shall have the power and authority to appoint and remove members of the Board of Directors in her sole, absolute, and unfettered discretion; (iii) the Member may amend or repeal the Bylaws in her sole, absolute, and unfettered discretion; (iv) the Member may dissolve the Corporation in her sole, absolute, and unfettered discretion; and (v) the Member may not be removed. At all times subsequent to Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation: (i) the concept of Members of the Corporation shall be eliminated; and (ii) the Board of Directors in the manner provided for in the Bylaws shall succeed to all powers and authority previously granted to the Member. For purposes of these Articles, the term "Disability" shall mean the inability of Isabelle Amdur to perform her ordinary and customary duties as a Member for and on behalf of the Corporation for a continuous period of ninety (90) days due to a physical or mental illness or impairment, as determined by two (2) licensed physicians, one of whom shall be Isabelle Amdur's regularly attending physician or, in the absence of a regularly attending physician, a physician to be designated by the Isabelle Amdur, and the other of whom shall be designated by the Corporation.

The name and address of the sole Member of the Corporation is:

Name

Address

ISABELLE AMDUR

300 71st Street, Suite 620
Miami Beach, Florida 33141

A Member of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation.

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ARTICLE 7
MANAGEMENT; BOARD OF DIRECTORS

The property and affairs of the Corporation shall be managed by a Board of Directors. The current Board of Directors consists of four persons, who shall be vested with the power and authority to control and operate the Corporation, and who shall hold office until their successors are duly elected and qualified, all as provided in the Bylaws. There shall always be one Chairman of the Board of Directors ("**Chairman of the Board**"). The Chairman of the Board shall be Isabelle Amdur. Isabelle Amdur shall serve as Chairman of the Board until the earlier of her death, Disability, or resignation. Successors to Isabelle Amdur as Chairman of the Board shall be elected by vote of a simple majority of the members of the Board of Directors ("**Directors**") then-serving.

Until Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, the number of Directors serving on the Board of Directors shall be four (4). At all times subsequent to Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, the number of Directors serving on the Board of Directors shall be three (3). Except as otherwise expressly provided in these Articles or the Bylaws of the Corporation, any actions taken or decisions made by the Board of Directors shall require an affirmative vote of a simple majority of Directors. The Chairman of the Board has the right to cast a tie-breaking vote in the event a vote of the Board of Directors results in a tie. Until Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation: (i) Directors shall be appointed and removed by Isabelle Amdur in her capacity as the sole Member in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time only by Isabelle Amdur in her capacity as the sole Member. At all times subsequent to Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation: (i) Directors shall be elected or removed by vote of a simple majority of Directors then-serving in the manner and pursuant to the terms set forth in the Bylaws; and (ii) the Bylaws may be amended from time to time by vote of a simple majority of Directors then-serving.

The names and addresses of the persons constituting the initial Board of Directors are:

ISABELLE AMDUR

300 71st Street, Suite 620
Miami Beach, Florida 33141

ALAN AMDUR

300 71st Street, Suite 620
Miami Beach, Florida 33141

MARC AMDUR

300 71st Street, Suite 620
Miami Beach, Florida 33141

ADAM AMDUR

300 71st Street, Suite 620
Miami Beach, Florida 33141

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ARTICLE 8
OFFICERS

Subject to the direction of the Board of Directors, described in ARTICLE 7 above, the affairs of the Corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE 9
REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of the Corporation in the State of Florida, and the street address of such initial registered agent of the Corporation in the State of Florida, are as follows:

Laurence A. Herrup
300 71st Street, Suite 620
Miami Beach, FL 33141

ARTICLE 10
TERM

The Corporation shall not have a fixed date of dissolution, and shall continue in effect unless and until dissolved pursuant to applicable law.

ARTICLE 11
DISSOLUTION

Until Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, dissolution of this Corporation shall occur only upon the vote of Isabelle Amdur in her capacity as the sole Member of the Corporation. At all times subsequent to Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, dissolution of this Corporation shall occur only upon the vote of a simple majority of Directors then-serving on the Board of Directors. Contemporaneously with any dissolution of this Corporation, after (i) discharging all liabilities and obligations of this Corporation (or making adequate provision therefor); (ii) the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation, and (iii) taking any other action required by law, any remaining assets of this Corporation shall be distributed to any one or more organizations selected by vote of a simple majority of Directors then-serving on the Board of Directors that are organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE 12
AMENDMENTS TO ARTICLES AND BYLAWS

Until Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, the power to amend these Articles in accordance with applicable law, and to adopt, alter, amend

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or repeal the Bylaws or adopt new Bylaws, shall be vested solely in Isabelle Amdur in her capacity as the sole Member of the Corporation. At all times subsequent to Isabelle Amdur's death, Disability, or resignation as a Member of the Corporation, the power to amend these Articles in accordance with applicable law, and to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws, shall be vested solely in the Board of Directors. The Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or these Articles. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE 13

OTHER PROVISIONS

Pursuant to its Bylaws, the Corporation may make any other terms, provisions, or requirements for the arrangement or conduct of the business, activities, and affairs of the Corporation, provided that the same shall be consistent with these Articles of Incorporation and permissible under the laws of the State of Florida and the United States.

4. The above Amended and Restated Articles of Incorporation were adopted on December 1, 2021.

5. The above Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Florida Department of State, and amend, restate and supersede the original Articles of Incorporation of the Corporation.

6. The above Amended and Restated Articles of Incorporation were adopted by the unanimous vote of all of the Board of Directors and the sole Member of the Corporation on December 1, 2021.

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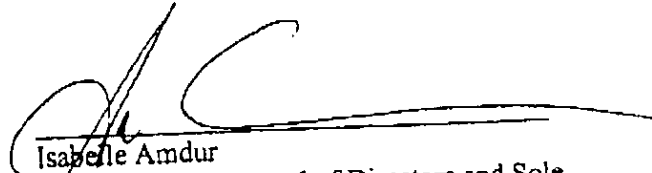
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IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Sole Member of the Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of December 2021.


Isabelle Amdur
Chairman of the Board of Directors and Sole
Member

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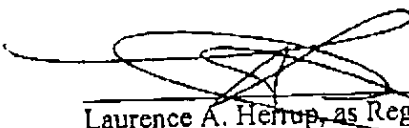
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of **AMDUR FAMILY FOUNDATION, INC.** and agrees to comply with all provisions of the laws of the State of Florida, including Section 617.0501, Florida Statutes, relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 617, Florida Statutes.



Laurence A. Herrup, as Registered AgentDate: 2/3/20222022 FEB -3 AM 10:15
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