

N21382



ACCOUNT NO. : 072100000032

REFERENCE : 526110 4331939

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pizot

ORDER DATE : December 22, 1999

ORDER TIME : 11:38 AM

ORDER NO. : 526110-005

CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst
Greenberg Traurig, P.a.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

Restated Articles
700003078157--2

DOMESTIC AMENDMENT FILING

NAME: THE DIANNE AND MICHAEL BIENES
CHARITABLE FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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99 DEC 22 PM 1:03
TALLAHASSEE, FLORIDA
RECEIVED
59 DEC 22 PM 12:11
TALLAHASSEE, FLORIDA

AJR
12/28/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

December 23, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION,
INC.

Ref. Number: N21382

We have received your document for THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 099A00060024

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99 DEC 22 PM 1:03
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**RESTATED
ARTICLES OF INCORPORATION
OF
THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

1. The name of the Corporation is **THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.**

2. These Restated Articles of Incorporation are a complete restatement of the Articles of Incorporation of **THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.** There are no members of the Corporation, and, as such, member approval is not required. These Restated Articles of Incorporation have been duly adopted by unanimous written consent by all of the members of the Board of Directors of the Corporation dated December 17, 1999 and shall be effective as of such date.

3. Pursuant to the provisions of Florida Statutes §617.1007, the Corporation hereby restates its Articles of Incorporation (these "Articles") in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be "**THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.**" (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 141 Bay Colony Drive, Fort Lauderdale, Florida 33308.

ARTICLE III - PURPOSES; LIMITATIONS

A. The purpose of the Corporation is to receive and administer money and property in order to benefit, perform the functions of, or to carry out the purposes of the **CATHOLIC COMMUNITY FOUNDATION IN THE ARCHDIOCESE OF MIAMI, INC.**, Miami, Florida ("CCF"). The purposes of the Corporation shall at all times be consistent with the general purposes of CCF.

B. In the event that Broward County, Florida becomes subject to a Diocese other than **THE MOST REVEREND JOHN CLEMENT FAVALORA, AS ARCHBISHOP OF THE ARCHDIOCESE OF MIAMI** his successors-in-office, a corporation sole, then in accordance with applicable Canon Law, these Articles may be amended in accordance with Article XII in a manner that substitutes such other Diocese for CCF wherever CCF appears in these Articles, provided

that such other Diocese is an organization described in §501(c)(3) of the Internal Revenue Code (the "Code") and is also an organization described in §509(a)(1) or §509(a)(2) of the Code. In such event, the Corporation's Bylaws shall be correspondingly amended to effectuate such change.

C. Except for the limited purposes set forth in Paragraph D of this Article, the Corporation shall be organized and operated exclusively for the purposes set forth in Paragraph A of this Article.

D. It is also anticipated that the Corporation may receive money or property from the estates of Michael S. Bienes ("Michael") or Dianne K. Bienes ("Dianne"), from trusts for the benefit of Michael or Dianne upon the death of the surviving spouse, or from other donors to the Corporation, to be held as separate permanent endowment funds for certain designated purposes which benefit, perform the functions of, or carry out the purposes of the following organizations:

1. ST. THOMAS AQUINAS HIGH SCHOOL FOUNDATION, Fort Lauderdale, Florida.

2. ARCHBISHOP EDWARD A. MCCARTHY HIGH SCHOOL, Broward County, Florida.

3. HOLY CROSS HOSPITAL, Fort Lauderdale, Florida.

4. MIAMI CITY BALLET INC., Miami Beach, Florida.

5. BROWARD PERFORMING ARTS FOUNDATION INC., Fort Lauderdale, Florida.

6. BROWARD PUBLIC LIBRARY FOUNDATION INC., Fort Lauderdale, Florida.

7. Such other organizations specified by the donors which are described in §501(c)(3) of the Code and are also organizations described in §509(a)(1) or §509(a)(2) of the Code, and which do not operate contrary to the moral teachings of the Roman Catholic Church. However, the donor of any property transferred to the Corporation as permitted by this Subparagraph 7 must designate the specific organization by name and set forth the specific manner in which the fund shall be administered by the Corporation. The Corporation shall not accept any property pursuant to this Subparagraph 7 unless the provisions of the previous sentence and Paragraph E of this Article have been complied with. The donor must also agree that, if at any time after the funds are transferred to the Corporation, the Corporation is unable to carry out the purposes for which the funds are being held by the Corporation, then such funds shall be used for the purposes set forth in Paragraph A of this Article. If, after application of the foregoing provisions of this Subparagraph, the Corporation accepts property in accordance with this Subparagraph,

the Corporation shall immediately amend these Articles in accordance with Article XII to specify by name the organization designated by the donor.

However, if the receipt of property by the Corporation for such purposes may cause the Corporation to lose its status as an organization described in §501(c)(3) of the Code or as a "supporting organization" within the meaning of §509(a)(3) of the Code, which determination shall be made in the sole and absolute discretion of the Corporation, then the Corporation shall not accept any property for such purposes.

E. Notwithstanding the provisions of Paragraph D of this Article, at least eighty percent (80%) of the Corporation's assets shall be held for the purposes set forth in Paragraph A of this Article. For this purpose, the percentage referred to in the foregoing sentence shall be determined only at the time a contribution is made to the Corporation by a donor, and any funds held by the Corporation pursuant to Paragraph D of this Article which are in furtherance of the purposes referred to in Paragraph A of this Article shall be considered as being held for the purposes referred to in Paragraph A of this Article. The Corporation shall not accept any assets from a donor to the extent that the foregoing provisions of this Paragraph E would be violated.

F. The Corporation shall not (i) engage in any activities which are not in furtherance of the purposes set forth in Paragraphs A and D of this Article or (ii) operate to support or benefit any organization other than CCF or the organizations specified in Paragraph D of this Article (including any organizations specified by donors in accordance with Subparagraph 7 of Paragraph D).

G. The Corporation shall not make any distributions to any organizations that operate in a manner contrary to the moral teachings of the Roman Catholic Church.

H. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes.

I. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by, or make any distributions which are not permitted by, (a) a corporation exempt from Federal income tax under §501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under §§170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or any other corresponding provision of any future United States internal revenue law.

J. The Corporation hereby expresses its intent to be an organization exempt from taxation under §501(c)(3) of the Code and to be an organization whose contributions are deductible under §§170, 2055, 2016(a)(2)(A) and 2522 of the Code.

K. The Corporation hereby also expresses its intent to be a "supporting organization" within the meaning of §509(a)(3) of the Code.

ARTICLE IV- CONTRIBUTIONS

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

ARTICLE V - POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE VI - FURTHER LIMITATIONS

A. No part of the net earnings 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, 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 III 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. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall not while it is such a private foundation:

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):

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); and

5. Fail to make distributions in each year for the purposes specified in these Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code §4942(a). The references herein 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 VII - DISTRIBUTION ON DISSOLUTION

A. In the event of the dissolution of the Corporation, all of the remaining assets and property of each fund held for the benefit of an organization referred to in Paragraph D of Article III (including an organization specified by a donor in accordance with Subparagraph 7 of Paragraph D) shall, after necessary expenses attributable to such fund, be distributed to such organization, provided that such organization is an organization described in §501(c)(3) of the Code, to be held under the same terms and conditions as such fund. The balance of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to CCF, provided that CCF is an organization described in §501(c)(3) of the Code. Any assets of the Corporation not disposed of in accordance with the foregoing provisions of this Paragraph A shall be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and which qualifies under Code §501(c)(3) of the Code. In such determination, the Board of Directors shall use its best efforts to select such organizations which shall have purposes similar to CCF.

B. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions of this Article, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to the Corporation.

ARTICLE VIII - MEMBERS

The Corporation shall not have Members.

ARTICLE IX - DURATION

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

ARTICLE X - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be five (5) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the Board of Directors consist of less than three (3) members, and in no event shall the Board of Directors consist of a majority of "disqualified persons" as defined in §4946(a) of the Code (other than "foundation managers" as defined in §4946(b) of the Code). The Board of Directors will be elected as provided in the Bylaws. The names and addresses of the current Board of Directors are as follows:

Dianne Bienes	141 Bay Colony Drive Fort Lauderdale, Florida 33308-2001
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Michael Bienes	141 Bay Colony Drive Fort Lauderdale, Florida 33308-2001
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Frances B. Brogan, Jr.	515 East Las Olas Boulevard, Suite 1500 Fort Lauderdale, Florida 33301
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Monsignor Vincent T. Kelly	4595 Bayview Drive Fort Lauderdale, Florida 33308
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Sue Shaheen	2541 NW 107th Avenue Coral Springs, Florida 33065
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ARTICLE XI - BYLAWS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII - AMENDMENT

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

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator of the Corporation is:

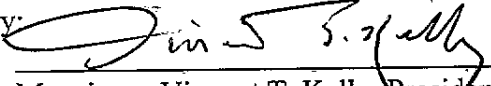
Monsignor Vincent T. Kelly
4595 Bayview Drive
Fort Lauderdale, Florida 33308

ARTICLE XIV - REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, and the name of its registered agent at such office is Francis B. Brogan, Jr., Esq.

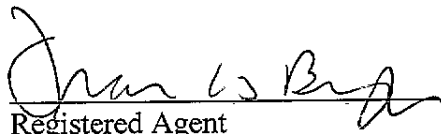
IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation of THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC. this 17th day of Dec, 1999.

**THE DIANNE AND MICHAEL BIENES
CHARITABLE FOUNDATION, INC.**

By: 
Monsignor Vincent T. Kelly, President

**CONSENT OF REGISTERED AGENT
OF
THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.**

The undersigned, Francis B. Brogan, Jr., whose business address is 515 East Las Olas Boulevard, Fort Lauderdale, Florida 33301, hereby accepts appointment as the registered agent of **THE DIANNE AND MICHAEL BIENES CHARITABLE FOUNDATION, INC.**, a Florida corporation, and is familiar with and accepts the obligations provided for in Florida Statutes §617.0501.



Registered Agent

FILED
99 DEC 22 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA