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(Requestor's Name)

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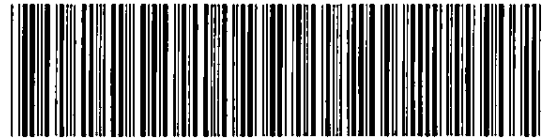
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OFFICE, FL

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**THE LAW OFFICES OF  
ROBERT J. LONGCHAMPS, PLLC**

- ATTORNEY AT LAW -

ESTATE PLANNING - PROBATE & TRUST ADMINISTRATION - REAL ESTATE

March 19, 2024

**VIA FEDEX OVERNIGHT**

Department of State - Division of Corporations

Attention: Amendment Section

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, Florida 32303

Tel: 850-245-6050

Re: Capobianco Family Foundation, Inc.

Articles of Restatement - Document No. N22000012147

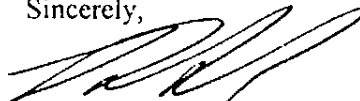
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Dear Sir or Madam:

Please find enclosed one (1) original and two (2) copies of the Articles of Restatement of the Articles of Incorporation for the above referenced corporation, and check number 3093 in the amount of **\$52.50** made payable to the Florida Department of State for the filing fee related thereto. Please return a certified copy of the Articles of Restatement and Certificate of Status to me.

If you have any questions, or require any additional information, please do not hesitate to contact me.

Sincerely,



Robert J. Longchamps, Esq.

RJL/

Enclosures

cc: client

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4440 PGA Boulevard, Suite 600 • Palm Beach Gardens, Florida 33410

Office: (561) 623-5350 • Fax: (561) 472-8401

[www.longchampslaw.com](http://www.longchampslaw.com)

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Capobianco Family Foundation, Inc.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 Filing Fee  
☐ \$43.75 Filing Fee  
& Certificate of Status

☐ \$43.75 Filing Fee  
& Certified Copy  
☒ \$52.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Robert J Longchamps  
Name (Printed or typed)

4440 PGA Blvd Ste 600  
Address

Palm Beach Gardens FL 33410  
City, State & Zip

561-623-5350  
Daytime Telephone number

RJL@LongchampsLaw.com  
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**ARTICLES OF RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
CAPOBIANCO FAMILY FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, **CAPOBIANCO FAMILY FOUNDATION, INC.**, a not-for-profit corporation organized and existing under the laws of Florida, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation.

**ARTICLE I:**

**Name**

The name of the corporation shall be **CAPOBIANCO FAMILY FOUNDATION, INC.** (the "Corporation"). The mailing address and the street address of the Corporation's initial principal office shall be **6631 Eastpointe Pines Street, Palm Beach Gardens, Florida 33418.**

**ARTICLE II:**

**Tax Exempt Purpose**

The Corporation is organized exclusively for one or more of the following purposes:

1. To establish a family foundation exclusively for religious, charitable, scientific, literary, or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic charitable corporation, association, organization or trust; provided, however, that any such domestic corporation, association, organization or trust is organized and operated exclusively for

charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 prior enumerated purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal

tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

**ARTICLE III:**  
**Membership**

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The Corporation shall have one class of members, and no more than one membership shall be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

**ARTICLE IV:**  
**Term of Existence**

The term of existence of this corporation is perpetual.

**ARTICLE V:**  
**Board of Directors**

The Corporation shall have four (4) members of the Board of Directors. Members of the Board of Directors shall be elected for such term or terms and in such manner as provided for in the By-Laws of the Corporation. The initial officers and directors of the Corporation are as follows:

**Title: President**  
**Geraldine Capobianco**  
**6631 Eastpointe Pines Street**  
**Palm Beach Gardens, Florida 33418**

**Title: Vice President**  
**Paul Capobianco**  
**183 Elena Court**  
**Jupiter, Florida 33478**

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Title: Treasurer  
Louis Capobianco  
194 Elena Court  
Jupiter, Florida 33478

Title: Secretary  
Cheryl Capobianco-Bullard  
6647 Eastpointe Pines Street  
Palm Beach Gardens, Florida 33418

ARTICLE VI:  
Incorporator

The name and address of the incorporator is:

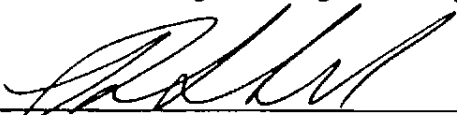
Robert J. Longchamps, Esq.  
4440 PGA Boulevard  
Suite 600  
Palm Beach Gardens, Florida 33410

ARTICLE VII:  
Initial Registered Office

The street address of the Corporation's registered office and name of its registered agent at such address is as follows:

Robert J. Longchamps, Esq.  
4440 PGA Boulevard  
Suite 600  
Palm Beach Gardens, Florida 33410

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Required Signature of Registered Agent

  
\_\_\_\_\_  
Date

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CLERK OF STATE  
TALLAHASSEE, FL



**ARTICLE VIII:**

**By-Laws**

The By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be altered, amended or repealed and new By-Laws adopted upon a majority vote of the Board of Directors of the Corporation.

**ARTICLE IX:**

**Indemnification**

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

**ARTICLE X:**

**Amendments**

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the members, and which shall be approved by the holders of a majority of the membership interests outstanding at a regular or special meeting of the members or by written consent thereof.

**ARTICLE XI:**

**Article Consolidation**

These restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

REC'D  
AM 6:57  
OFFICE OF STATE  
ATTORNEY, FL

**ARTICLE XII:**  
**Required Adoption Information**

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was March 15, 2024, and the votes cast were sufficient for approval.

☐ These restated articles of incorporation were adopted by the board of directors.

***I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.***

**CAPOBIANCO FAMILY FOUNDATION, INC.**

By: Geraldine Capobianco  
**GERALDINE CAPOBIANCO**

Its: President

Dated: March 15, 2024.

CD  
MAR 22 AM 6:57  
DEPT OF STATE  
TAMPA, FL