

N29410

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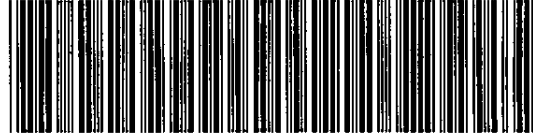
(Business Entity Name)

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16 SEP 14 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 15 2016  
D CUSHING



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 25, 2016

THE ANITA JAMES ROSEN FOUNDATION, INC.  
C/O PRESSLY & PRESSLY, P.A.  
222 LAKEVIEW AVE., SUITE 910  
WEST PALM BEACH, FL 33401

SUBJECT: THE ANITA JAMES ROSEN FOUNDATION, INC.  
Ref. Number: N29410

*See attached.*

We have received your document for THE ANITA JAMES ROSEN FOUNDATION, INC. and your check(s) totaling \$35.00. 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.

Diane Cushing  
Senior Section Administrator

Letter Number: 716A00018170

RECEIVED  
16 SEP 14 AM 4:57  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ANITA JAMES ROSEN FOUNDATION, INC.

(Under Chapter 617 of the Florida Not-For-Profit Corporation Act)

The undersigned members of the Board of Directors of this Corporation under the Florida Not-For-Profit Act, hereby adopt the following Amended and Restated Articles of Incorporation ("Articles of Incorporation") of this corporation.

ARTICLE ONE

The name of the Corporation is The Anita James Rosen Foundation, Inc. (hereinafter the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

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

1. Religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provisions of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

2. To apply the income and the principal of such property as the Corporation may from time to time possess, in accordance with the terms of the Settlement Agreement ("Settlement Agreement") approved by the Circuit Court in and for Palm Beach County, Florida by order entered on August 3, 2016 under Case No. 502016CA002783XXXXMB.

*In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.*

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

(a) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received or held by the Corporation from any source, including its operations, after the payment of all debts

and obligations of the Corporation of whatever kind and nature, shall be distributed in accordance with the Settlement Agreement.

(c) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(d) 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:

(1) The Corporation shall not engage in any act of self-dealing which is subject to tax under Code Section 4941.

(2) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942.

(3) The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.

(4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.

(5) The Corporation shall not make any expenditures which are subject to tax under Code Section 4945.

(e) 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 foregoing purposes, subject to such limitations as are provided by law.

#### ARTICLE FOUR

The principal office of the Corporation is to be located at c/o Pressly & Pressly, P.A., 222 Lakeview Ave., Suite 910, West Palm Beach, FL 33401.

#### ARTICLE FIVE

There shall be three (3) members of the Board of Directors of the Corporation. As a condition to serving as a director, such director shall acknowledge his or her receipt and review of the Settlement Agreement. Anything to the contrary herein notwithstanding, the members of the Board of Directors at any time serving shall be bound by and shall comply with the terms of the Settlement Agreement and shall not take any actions contrary to or inconsistent with the Settlement Agreement. The names and addresses of the directors of the Corporation until the next annual meeting of the Board of Directors are as follows:

Stacy B. Sulman  
633 Third Ave. - 20<sup>th</sup> Floor  
New York, NY 10017

Mark G. Ackermann  
15 West 65<sup>th</sup> Street  
New York, NY 10023

Andrew M. Fussner  
11207 Blue Heron Blvd.  
St. Petersburg, FL 33716

The selection of the members of the Board of Directors shall be in the manner described in the Amended and Restated By- Laws.

#### ARTICLE SIX

David S. Pressly is designated as registered agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her as agent of the Corporation is:

c/o Pressly & Pressly, P.A.  
222 Lakeview Ave., Suite 910  
West Palm Beach, FL 33401

#### ARTICLE SEVEN

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be stated in the By-Laws of the Corporation.

#### ARTICLE EIGHT

The By-Laws of the Corporation are to be made, altered, or rescinded as provided therein.

#### ARTICLE NINE

These Articles of Incorporation may be amended at any meeting of the Board of Directors of the Corporation by affirmative vote of the majority of the entire Board of Directors, provided, however, that no amendment shall change, alter or vary any of the provisions of these Articles of Incorporation that protect, preserve and require compliance with, the terms of the Settlement Agreement. It is specifically intended that this Article Nine primarily and directly benefit the Parties to the Settlement Agreement, and such Parties are hereby expressly made third-party beneficiaries of these Articles of Incorporation and are entitled to enforce this Article Nine and

any other provision of these Articles of Incorporation that protects, preserves, and requires compliance with, the terms of the Settlement Agreement.

ARTICLE TEN

The Corporation shall, to the fullest extent permitted by the provisions of the General Corporation Law of Florida, as now or hereafter in effect, indemnify all persons whom it may indemnify under such provisions. 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.

WITNESS the hand and seal of said directors this 10<sup>th</sup> day of August, 2016.

[Signature]  
Director - Stacy B. Sulman

STATE OF NEW YORK                     )  
  ) ss.:  
COUNTY OF New York

On this 10<sup>th</sup> day of August, 2016, personally appeared before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, Stacy B. Sulman, as a Director of the Corporation, to me well known and known to me to be the individual described in and who executed the foregoing Articles, and she acknowledged before me that she made and subscribed the foregoing Articles as her voluntary act and deed, and that the facts therein set forth are true and correct.

WITNESS my hand and official seal this 10<sup>th</sup> day of August, 2016.

SUSAN WYNNE KERKER  
Notary Public, State of New York  
No. 02KE507  
Qualified in New York County  
Commission Expires June 17, 2019

[Signature]  
Notary Public  
My Commission Expires: 6/17/19



Mark G. Ackermann  
Director - Mark G. Ackermann

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF New York            )

On this 10<sup>th</sup> day of August, 2016, personally appeared before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, Mark G. Ackermann, as a Director of the Corporation, to me well known and known to me to be the individual described in and who executed the foregoing Articles, and he acknowledged before me that he made and subscribed the foregoing Articles as his voluntary act and deed, and that the facts therein set forth are true and correct.

WITNESS my hand and official seal this 10<sup>th</sup> day of August,  
2016.

ANNETTE L. DORSKY  
Notary Public, State of New York  
No. 01DO6050053  
Qualified in Queens County  
Commission Expires Oct. 2nd, 2017

Annette L. Dorsky  
Notary Public

My Commission Expires: 10/02/17

Director – Andrew M. Fussner

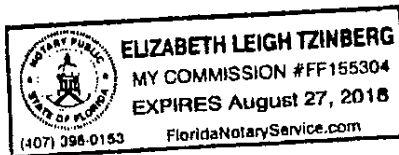
STATE OF FLORIDA

COUNTY OF PINELLAS

On this 9<sup>th</sup> day of August, 2016, personally appeared before officer duly authorized in the State and County aforesaid to take acknowledgments, Andrew ssner, as a Director of the Corporation, to me well known and known to me to be the ual-described in and who executed the foregoing Articles, and he acknowledged before me made and subscribed the foregoing Articles as his voluntary act and deed, and that the facts set forth are true and correct.

WITNESS my hand and official seal this 9 day of August

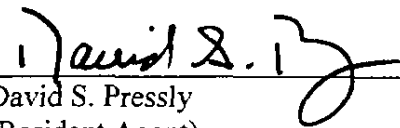
Notary Public

My Commission Expires: 8/27/18

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

That The Anita James Rosen Foundation, Inc., organized under the laws of the State of Florida, with its principal office in Palm Beach County, has named David S. Pressly, located at 222 Lakeview Ave., Suite 910, West Palm Beach, FL 33401, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
David S. Pressly  
(Resident Agent)

**Certificate for The Anita James Rosen Foundation, Inc. – Amended and Restated  
Articles of Incorporation**

The undersigned, a Director of The Anita James Rosen Foundation, Inc., hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the board of directors and does not contain any amendments requiring member approval.



\_\_\_\_\_  
Stacy B. Sulman, Director

Dated: September 6, 2016