

From:

10/11/2017 15:15

#677 P.005/008

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N 47502

Florida Department of State
Division of Corporations
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THE KISLAK FAMILY FOUNDATION, INC.

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9/29/2017

From:

10/11/2017 15:15

#677 P.006/008



October 3, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE KISLAK FAMILY FOUNDATION, INC.
7900 MIAMI LAKES DRIVE WEST
MIAMI LAKES, FL 33016

SUBJECT: THE KISLAK FAMILY FOUNDATION, INC.
REF: N47502

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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.

Susan Tallent
Regulatory Specialist II

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From:

10/11/2017 15:15

#677 P.007/008

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE KISLAK FAMILY FOUNDATION, INC.
DOCUMENT NUMBER N047502

Pursuant to Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

1. The name of the corporation is THE KISLAK FAMILY FOUNDATION, INC.
2. The Articles of Incorporation are hereby amended by striking out Article II, Section 1, paragraph (b) in its entirety and inserting in its place the following:

"(b) To carry out its general purposes, the Corporation shall assist, with funds and property, any religious, scientific, educational and/or charitable institution or group that the Corporation may designate. The Board of Directors shall determine the amount of funds and/or property to be donated to each such religious, scientific, educational and/or charitable institution or group, and any and all conditions to be attached to each donation, if any, in accordance with the Corporation's Bylaws. The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in paragraph (a) of this Section 1, as the Board of Directors may determine, in accordance with the Corporation's Bylaws. The Board of Directors shall determine the amount of funds and/or property to be allocated to each such program, and all conditions to be attached to each allocation, if any, in accordance with the Corporation's Bylaws."

3. The Articles of Incorporation are hereby amended by striking out Article III in its entirety and inserting in its place the following:

"(a) The Initial Member (the "Initial Member") of the Corporation shall be the following individual, who subscribes to the Corporation's purposes: JAY I. KISLAK, 7900 Miami Lakes Drive West, Miami Lakes, Florida 33016. The Initial Member shall elect the Board of Directors and shall have the power to elect directors to fill any vacancies on the Board of Directors. The Initial Member shall have the power to remove any director, with or without cause.

(b) The Corporation shall cease to have members upon the death or resignation of the Initial Member. Upon such occurrence, the Board of Directors shall succeed to all of the powers, rights and duties of the Initial Member, including, without limitation, the power to elect the Board of Directors and to remove a director, as provided in the Corporation's Bylaws.

(c) The fact that a person is a member or director shall not preclude such person from acting as an employee of the Corporation and receiving reasonable compensation therefor."

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4. The Articles of Incorporation are hereby amended by striking out Article V in its entirety and inserting in its place the following:

"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 Section 1(a) of Article II of these Articles, which then qualify under the provisions of Section 501(c)(3) of the Code, in accordance with the Corporation's Bylaws."

5. The Articles of Incorporation are hereby amended by striking out Article VI in its entirety and inserting in its place the following:

"The affairs and property of the Corporation shall be managed and governed by a Board of Directors whose number shall be fixed in accordance with the Bylaws provided, however, that the Board of Directors shall be composed of not less than three (3) persons."

6. The Articles of Incorporation are hereby amended by striking out Article VIII in its entirety and inserting in its place the following:

"The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws."

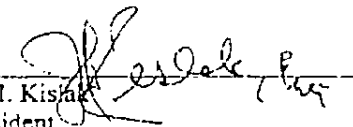
7. The Articles of Incorporation are hereby amended by striking out Article IX in its entirety and inserting in its place the following:

"(a) Proposals for the alteration, amendment or rescission of these Articles of Incorporation shall be made by a resolution of the Board of Directors, directing that it be submitted to the Initial Member for approval. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, and shall be delivered to the Initial Member."

(b) Upon the Initial Member ceasing to act as a member for any reason, these Articles of Incorporation may be altered, amended or rescinded by the Board of Directors in accordance with the Bylaws."

The amendments contained in these Articles of Amendment were adopted by the board of directors of the corporation and by the sole member of the corporation by written consent, which consent was sufficient for approval.

Dated: 8/28/17

Signature: 

Jay I. Kislak
President

The Kislak Family Foundation, Inc.

on August 28, 2017