

N48122

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

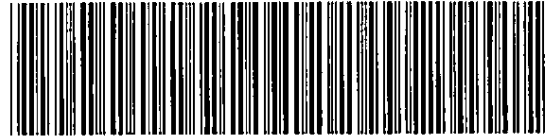
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800407026338

Amended &  
Restated  
Articles

RECEIVED

2023 NOV 27 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2023 NOV 27 AM 10:25

A. RAMSEY

NOV 28 2023

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312  
(850) 656-4724

DATE 11/27/2023

**\*\*WALK IN\*\***

ENTITY NAME JONATHAN D. LEWIS FOUNDATION, INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$43.75

ACCOUNT #: I20160000072

*S R F/10*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

FILED

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

JONATHAN D. LEWIS FOUNDATION, INC.

2023 NOV 27 AM 10:25

FILED  
SECTION 617.1007

Doc #: N48122

These Amended and Restated Articles of Incorporation of Jonathan D. Lewis Foundation, Inc., a Florida not for profit corporation (the "Corporation"), dated as of July 31, 2023, are being duly executed and filed by Paul Yandura, its CEO, to amend and restate the Corporation's original articles of incorporation, which were filed on March 30, 1992. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: Jonathan D and Mark C. Lewis Foundation, Inc. The principal place of business and mailing address are 3595 Anchorage Way, Coconut Grove, FL 33133.

**ARTICLE II**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

**ARTICLE III**

**Members**

The Corporation shall not have members.

**ARTICLE IV**

**Registered Office and Agent**

The street address of the registered office of the Corporation is 3595 Anchorage Way, Coconut Grove, FL 33133, and the name of its registered agent at such address is Dania De La Vega.

**ARTICLE V**  
**Directors**

The number of directors shall be set forth in the bylaws of the corporation and may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

**ARTICLE VI**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE VII**  
**Amendment**

These articles of incorporation may be amended, repealed, or added to or new bylaws may be adopted, by a resolution of a majority of the board of directors.

**ARTICLE VIII**  
**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE IX**  
**Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**ARTICLE X**  
**Directors' and Officers' Compensation and Indemnification**

**Section 1. Compensation.** A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the board of directors as a member of the administrative staff of the corporation. The prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

**Section 2. Indemnification.** Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the conduct of the director or officer would prevent indemnification under Chapter 617 of the Florida Statutes (or any succeeding law); provided that in the event of a settlement, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the board of directors.


**Section 3. Interest of Directors and Officers in Contracts.** Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or her participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Jonathan D. Lewis Foundation, Inc. (1) were approved by the directors on July 31, 2023, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated as of the 31<sup>st</sup> day of July, 2023.

Jonathan D. Lewis Foundation, Inc.

By:   
Name: Paul Yandura  
Title: CEO