

N48280

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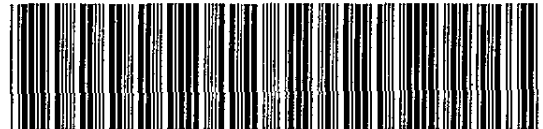
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05 FEB -7 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated Articles  
2/10/05  
SP

**A. JEFFREY BARASH, P.A.**

ATTORNEY AT LAW  
1140 KANE CONCOURSE - FOURTH FLOOR  
BAY HARBOR ISLANDS, FLORIDA 33154-2055

A. JEFFREY BARASH, Esq.

A MEMBER OF THE BARS OF:  
FLORIDA, NEW YORK & CALIFORNIA  
FLORIDA BOARD CERTIFIED TAX ATTORNEY

TEL: (305) 868-7800  
FAX: (305) 866-4276

February 4, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: The Anna Fund, Inc., a not-for-profit corporation

Gentlemen:

Please find enclosed the following:

1. Your letter of January 10, 2005.
2. A Certificate of Declarations Regarding the First Restatement of the Articles of Incorporation of The Anna Fund, Inc., a Florida Not-For-Profit Corporation.

Also enclosed is a self-addressed envelope for your convenience in returning a certified copy of the First Restatement of the Articles of Incorporation.

Very truly yours,

A. Jeffrey Barash  
For the Firm  
cc: Paul K. Sorren  
Encs.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 10, 2005

A. JEFFREY BARASH, P.A.  
1140 KANE CONCOURSE  
FOURTH FLOOR  
BAY HARBOR ISLANDS, FL 33154-2055.

SUBJECT: THE ANNA FUND, INC.  
Ref. Number: N48280

We have received your document for THE ANNA FUND, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 245-6882.

Maryanne Dickey  
Document Specialist

Letter Number: 805A00001613

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05 FEB -7

**A. JEFFREY BARASH, P.A.**

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TEL: (305) 868-7800  
FAX: (305) 866-4276

December 30, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: The Anna Fund, Inc., a not-for-profit corporation

Gentlemen:

Please find enclosed the following:

1. The First Restatement of the Articles of Incorporation of the above-referenced corporation
2. A Certificate of Change of its Registered Agent
3. Our check made payable to your order in the amount of \$78.75. The check is in payment of the filing fee for the First Restatement of the Articles (\$35.00), change in registered agent (\$35.00), and for a certified copy of the First Restatement of the Articles (\$8.75).

Also enclosed is a self-addressed envelope for your convenience in returning a certified copy of the First Restatement of the Articles of Incorporation.

Very truly yours,

A. Jeffrey Barash  
For the Firm  
cc. Paul K. Sorren  
Encs.

FIRST RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
THE ANNA FUND, INC.

**FILED**

05 FEB -7 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(a corporation not for profit)

Pursuant to Chapter 617, Section 617.1007, of the Florida Not for Profit Corporation Act, the undersigned, on behalf of a majority of the Board of Directors of The Anna Fund, Inc. (the "Corporation") who adopted same at a Special Meeting of the Board of Directors of the Corporation, adopt the following Restatement of its Articles of Incorporation:

"FIRST RESTATEMENT OF THE ARTICLES OF INCORPORATION  
OF THE ANNA FUND, INC.,  
A Florida Not For Profit Corporation

**ARTICLE I. NAME AND ADDRESS OF CORPORATION.**

The name of the Corporation is THE ANNA FUND, INC. The address of the principal office of the corporation is 6300 North Bay Road, Miami Beach, Florida 33141 and the mailing address is the same.

**ARTICLE II. PURPOSES.**

A. The Corporation is organized and shall operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law (hereinafter the "Code"). The

Corporation shall engage in only such activities permitted under the laws of the State of Florida and of the United States of America as shall constitute activities in furtherance of its exempt purposes. In furtherance of its purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute or otherwise assist other corporations, organizations and institutions carrying on exempt activities whose purposes are similar to those of the Corporation.

B. The specific purpose of the Corporation is to receive, hold, invest and manage contributions to the Corporation and, subject to the restrictions and limitations hereinafter set forth, to use and apply such contributions exclusively to promote the purposes set forth above.

### **ARTICLE III. POWERS.**

A. **POWERS.** The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(2) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal,

including shares of stock, bonds and securities of other corporations.

(3) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(4) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(5) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation subject to such limitations as are or may be prescribed by law.

#### **B. LIMITATIONS.**

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(1) No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of any member, director, or officer of the Corporation; or, to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes; and, except to the extent that such benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes, no member, director or officer of the Corporation, or any private individual shall be entitled to share

in the distribution of any of the corporate assets on dissolution of the Corporation.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, and which is directly related to the Corporation's charitable purposes.

(3) The Corporation shall neither participate in or intervene in, nor publish or distribute statements on behalf of, or in opposition to, any candidate for public office.

(4) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(5) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such charitable organization or organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code; or, to one or more of the federal, state or local governments for exclusively public purposes as the Board of Directors shall



consider most nearly meets the obligations and purposes of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

#### **ARTICLE IV. Private Foundation Rules**

If the Corporation is determined to be a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined in Section 4942(j)(3) of the Code, then the following provisions of this Article IV. shall apply:

A. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

**ARTICLE V. MEMBERS.**

The Members of this Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of twenty-one (21) years of age or more, of good character and reputation. Other qualifications of the Members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two (2) or more classes of Members, including, but not limited to, voting members, non-voting members, and honorary members. The By-laws of the Corporation may establish other classes of membership as well.

**ARTICLE VI. TERM OF EXISTENCE.**

The Corporation shall have perpetual existence.

**ARTICLE VII. BOARD OF DIRECTORS.**

A. The affairs and business of the Corporation shall be conducted by its Board of Directors as may be more fully discussed in the By-Laws of the Corporation.

B. The Board of Directors shall consist of not less than three (3) nor more than six (6) persons.

C. The names and addresses of the initial Board of Directors who shall serve until their successors are elected shall be as follows:

	<u>Names</u>	<u>Addresses</u>
(1)	MARLENA GURVEY	6300 S.W. 96 <sup>th</sup> Street Miami, Florida 33156
(2)	PAUL K. SORREN	6300 North Bay Road Miami Beach, Florida 33141
(3)	HAROLD R. RABINOWITZ, M.D.	2710 Hackney Road Fort Lauderdale, FL 33334
(4)	STEVE MESSING	One Biscayne Tower, Suite 2800, Two South Biscayne Boulevard, Miami, FL 33131
(5)	G. FREDERICK PERKINS, Jr.	78 Greenacres Avenue Scarsdale, New York 10583
(6)	FRANKLIN KASS	267 North Parkview Avenue Columbus, Ohio 43209

D. In the event of a vacancy on the Board of Directors by reason of death, incapacity, resignation or removal, the vacancy shall be filled by the election of a director in accordance with the By-Laws of the Corporation.

**ARTICLE VIII. NAME AND ADDRESS OF INCORPORATOR.**

The name and address of the incorporator of this Corporation is PAUL K. SORREN, 6300 North Bay Road, Miami Beach, Florida 33141.

**ARTICLE IX. NAME AND ADDRESS OF REGISTERED AGENT.**

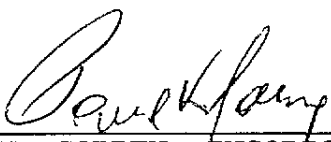
The name and address of the Corporation's initial registered office and the name and address of the Corporation's initial

registered agent at such address is EDWARD E. LEVINSON, 407 Lincoln Road, Penthouse East, Miami Beach, Florida 33139.

**ARTICLE XI. BY-LAWS.**

The By-laws of the Corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement declaring their intention that the By-laws be made, altered or rescinded, in which case the By-laws shall be made, altered or rescinded in accordance with such statement.

IN WITNESS WHEREOF, the undersigned has subscribed his name to this First Restatement of the Articles of Incorporation of THE ANNA FUND, INC., this 30<sup>th</sup> day of December, 2004, at Bay Harbor Islands, Florida.

  
\_\_\_\_\_  
PAUL K. SORREN, INCORPORATOR/PRESIDENT

**CERTIFICATE OF DECLARATIONS REGARDING THE  
FIRST RESTATEMENT OF THE ARTICLES OF INCORPORATION OF  
THE ANNA FUND, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION**

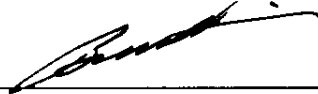
IN COMPLIANCE with Section 617.1007, Florida Statutes, the following representations are made:

FIRST: That THE ANNA FUND, INC. has restated its Articles of Incorporation and a copy of the First Restatement of them ("Restated Articles") are attached hereto as Exhibit "A."

SECOND: The Restated Articles contain amendments that do require Member approval which were unanimously approved by the Members in a Revised Action Without Meeting on or about January 31, 2005.

THIRD: The Board of Directors of THE ANNA FUND, INC. have, by written action without a meeting, unanimously adopted the Restated Articles.

IN WITNESS WHEREOF, the foregoing Certificate has been executed this 4<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
BELLA IONIS, VICE-PRESIDENT