

## Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JANET AND STANLEY KANE FOUNDATION, INC.**

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the attached  
Amended and  
Restated  
Articles.  
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JANET AND STANLEY KANE FOUNDATION, INC.  
(A Corporation Not for Profit)

Pursuant to Section 617.1006, Florida Statutes, the Board of Directors of Janet and Stanley Kane Foundation, Inc., a Florida not for profit Corporation (the "**Corporation**"), by its undersigned President, has adopted the following Amended and Restated Articles of Incorporation:

I.  
NAME OF CORPORATION

The name of this Corporation shall now be:

Janet and Stanley Kane Family Foundation, Inc.

The principal address and the mailing address of the Corporation shall be:

1515 Ringling Blvd.  
Suite 840  
Sarasota, FL 34236

II.  
PURPOSES

The Corporation was established by Janet and Stanley Kane, whose memory and philanthropic legacy will continue to guide and inspire the Kane family and the Board of Directors. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this organization 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 Internal Revenue Code. Contributions to religious organizations must be for nonreligious purposes (such as for human services) to be eligible.

No part of the Corporation's income or property shall inure to the private benefit of any donor, director, officer, or individual having a personal or private interest in the activities of the

Corporation, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation.

The Corporation may undertake, promote, develop, and carry on religious, charitable, scientific, literary, or educational works; support, assist, and maintain in whole or in part religious, charitable, scientific, literary, or educational agencies or institutions, and without limiting the generality of the foregoing, in the absolute discretion of the Board of Directors, to receive property by gift, grant, purchase, devise, bequest, or in any lawful manner; and to make donations, gifts, contributions, and loans out to or for the use of any and all Corporations, organizations, foundations, institutions, the United States (any state or political subdivision thereof), governmental bodies, or projects exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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 and posed by Section 4942 of the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### III. MEMBERS

The qualification for and manner of admission of members shall be regulated by the Bylaws.

### IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than nine (9) persons. The Board of Directors shall be elected as provided in the Corporation's Bylaws, as amended. The Board of Directors shall have all the requisite power and authority over the business and affairs of the Corporation.

### V. CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved according to law.

**VI.  
BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Directors in the manner provided by such Bylaws.

**VII.  
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 1515 Ringling Blvd., Suite 840, Sarasota, Florida 34236, and the name of the registered agent of this Corporation at that address is New Roc Management, LLC.

**VIII.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**IX.  
AMENDMENT**

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed in the Bylaws.

This amendment was adopted by the Board of Directors on MARCH 1, 2022, and the number of votes cast for the amendment was sufficient for approval. At the time of the amendment, there were no members entitled to vote on the amendment.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 1 day of March 2022.

  
Betsy Kane-Hartnett  
President

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of the Corporation, to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

New Roc Management, LLC,

  
By: Cory Reeves  
As its Chief Financial Officer.

2022-03-01