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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LAURENCE W. LEVINE FOUNDATION, INC.

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Amended + Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAURENCE W. LEVINE FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: LAURENCE W. LEVINE FOUNDATION, INC.
2. The Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors, dated as of September 13, 2004.
3. The corporation has no Members and the Amended and Restated Articles of Incorporation contain no amendments which would require any Member approval.
4. The Articles of Incorporation of the corporation are hereby amended and restated as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation (the "corporation") is LAURENCE W. LEVINE FOUNDATION, INC. The principal office and mailing address of the corporation is 47 Gillette Avenue, Bayport, New York 11705.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent and registered office of the corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE III
PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes: to carry on such other activities as are in furtherance of and support of the foregoing purpose as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

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ARTICLE IV MEMBERS

The corporation shall have no members.

ARTICLE V LIMITATIONS; DISTRIBUTIONS; DISSOLUTION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof and no director, trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any future United States Internal Revenue Law).

The corporation will distribute its income for each taxable 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 subsequent Federal tax laws); will not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent Federal tax laws); will not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Federal tax laws); will not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws); and will not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent Federal tax laws).

Upon the dissolution, final liquidation, or winding up 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 of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or similar charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or to such organizations as are described in under Sections 170(c)(2) and 501(c)(3) of the Code and whose purposes are described in Section 2055(a)(2), 2106(a)(2) and 2522(a)(2) of the Code (or, in each case, the corresponding provisions of any subsequent Federal tax laws), as the Board of Directors shall determine.

ARTICLE VI
INCORPORATOR

The name and the mailing address of the incorporator are as follows:

NAME

Thomas R. Moore

MAILING ADDRESS

730 Fifth Avenue, Suite 900
New York, NY 10019

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed effective as of the 13th day of September, 2004.

LAURENCE W. LEVINE FOUNDATION, INC.



Susan D. Kane
as President of the corporation

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