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CONTACT: ~~IRIS~~ ~~HAIBI~~ *Christy Edman*
PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: J.R. DUNN CHARITIES, INC.

AUDIT NUMBER.....H98000013252

DOC TYPE.....BASIC AMENDMENT

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CONTACT: -IRIS- HAIBI

PHONE: (954)525-7500

FAX #:

(954)761-8475

NAME: J.R. DUNN CHARITIES, INC.

AUDIT NUMBER.....H98000013252

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075350000065

ACCT#:

CONTACT: ~~IRIS~~ ~~HAIBI~~ *Christy Edman*

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: J.R. DUNN CHARITIES, INC.

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No. 4478 P. 2/8



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1998

J.R. DUNN CHARITIES, INC.
5130 N.E. 31ST AVENUE
LIGHTHOUSE POINT, FL 33064

SUBJECT: J.R. DUNN CHARITIES, INC.
REF: N96000003221

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 phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6906.

Darlane Connell
Corporate Specialist

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H98000013252

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J.R. DUNN CHARITIES, INC.**

FILED
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TALLAHASSEE
SECRETARY OF STATE

THE UNDERSIGNED, as President of J.R. Dunn Charities, Inc, a Florida not-for-profit corporation ("Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (the "Original Articles") for the Corporation filed with the Florida Secretary of State on June 17, 1996 under Charter No. N96000003221.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

**ARTICLE I
NAME**

Section 1.1 The name of the corporation is J.R. Dunn Charities, Inc. (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1 The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1 The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1 The Corporation is organized, and shall be operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of, the Boys & Girls Clubs of Broward County, Inc., The Children's Home Society of Broward County and other organizations described in Section 509(a)(1) and (a)(2) and to distribute the whole or any part of its income consistent with such purpose and for any purpose for which corporations may be organized under the Florida Not For Profit Corporation Act.

Section 4.2 The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the

Doc. Ref.: 890510.0003/TSCSFL1-143993-1

This document prepared by:
Gregory A. McLaughlin, FL Bar No. 0518794
Tripp Scott, 110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301
(954)525-7500

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furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no 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.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10 Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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 charitable, educational, religious or scientific 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **MEMBERS**

Section 5.1 This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI **DIRECTORS**

Section 6.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1 Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2 Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3 Organization of a subsidiary or affiliate by the Corporation.

6.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Address</u>
James R. Dunn	5130 N.E. 31st Avenue Lighthouse Point, FL 33064
Ann Marie Dunn	5130 N.E. 31st Avenue Lighthouse Point, FL 33064
Robert Pelliccia	5130 N.E. 31st Avenue Lighthouse Point, FL 33064

Section 6.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director. [An elected Director shall be ineligible for re-election after serving three (3) consecutive full terms of one (1) year each.]

ARTICLE VII **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

5130 N.E. 31st Avenue
Lighthouse Point, FL 33064

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Gregory A. McLaughlin	c/o Tripp Scott 110 Southeast 6th Street, 15th Floor Fort Lauderdale, FL 33301

**ARTICLE IX
AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name

Address

Gregory A. McLaughlin

c/o Tripp Scott
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

These Amended and Restated Articles of Incorporation were unanimously approved by the written consent of the Board of Directors/members on July 14, 1998.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 15 day of July, 1998.

J.R. DUNN CHARITIES, INC.

By: James R. Dunn
Name: James R. Dunn
Title: President

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Jul. 17. 1998 2:21PM

No. 4478 P. 8/8

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

J.R. Dunn Charities, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Lighthouse Point, County of Broward, State of Florida, has named Gregory A. McLaughlin, located at c/o Tripp Scott, 110 Southeast 6th Street, 15th Floor, Fort Lauderdale 33301, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: July 15, 1998



Gregory A. McLaughlin