

Jan 29 08 04:07  
Division of Corporations

Florida Research & Filing

850-942-6446

Page 1 of 1

N196000006583

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H08000024586 3)))



H080000245863ABC0

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : Florida Research & Filing Services, Inc.  
Account Number : I20030000083  
Phone : (850) 656-6446  
Fax Number : (850) 942-6446

FILED  
2008 JAN 29 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**THE CAFESJIAN FAMILY FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED

2008 JAN 29 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

AR  
1/30/08

FILED<sup>P.2</sup>

H08000024586  
2008 JAN 29 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE CAFESJIAN FAMILY FOUNDATION, INC.**

The undersigned, Gerard L. Cafesjian, President of The Cafesjian Family Foundation, Inc., a Florida not for profit corporation, hereby certifies that the following resolutions were duly adopted by him in his individual capacity pursuant to his authority in the previously Restated Articles of Incorporation and duly adopted by all of the members of the Board of Directors of the Corporation pursuant to Chapter 617 of the Florida Statutes by written action effective June 13, 2007, and such resolutions have not been subsequently modified or rescinded:

Resolved, that the Articles of Incorporation of The Cafesjian Family Foundation, Inc., are hereby restated in their entirety to read as follows:

**"ARTICLE 1.  
NAME**

- 1.1) The name of the corporation shall be The Cafesjian Family Foundation, Inc.

**ARTICLE 2.  
PURPOSES**

2.1) The purposes of the corporation are to engage in, assist, and contribute to the support of exclusively charitable, religious, scientific or educational activities and projects within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. More specifically the charitable, religious, scientific and educational activities and projects that the corporation is created to support shall be projects and undertakings that benefit Armenia, the Armenian people, and Armenia causes.

2.2) In support of such purposes, the main activities of the corporation shall include:

(01) During such time as Gerard L. Cafesjian is a director:

- a. To institute and support charitable, religious, scientific, and educational programs and activities.
- b. To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

H08000024586

H08000024586

(02) During such time as Gerard L. Cafesjian is not a director:

- a. To institute and support charitable, religious, scientific and educational programs and activities which strengthen Armenia and Armenians and that support Armenian causes.
- b. To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

### ARTICLE 3. AUTHORITY

3.1) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, or subsidies as provided in the bylaws, but subject always to the provisions of Section 3.3 hereof.

3.2) Subject to Section 3.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary, advisable, desirable or expedient to accomplish its purposes, to the full extent permitted by Florida.

3.3) Notwithstanding any other provisions of these Articles of Incorporation:

- (01) All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized.
- (02) No part of the net earnings of the corporation shall inure to the benefit of any officer, director or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants and similar payments or distributions made for the purposes for which this corporation was organized, in furtherance of the purposes of the corporation).
- (03) 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 any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.
- (04) All donations, gifts, grants, contributions, bonuses, guarantees, or subsidies from the corporation shall be consistent with and in furtherance of the purposes

H08000024586

H08000024586

for which the corporation was created - namely the support, benefit and promotion of Armenia, Armenians and Armenian causes.

- (05) The corporation shall not carry on any other 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, as amended.

ARTICLE 4.  
NONPROFIT CORPORATION

- 4.1) This corporation is formed under Chapter 617 of the Florida Statutes and shall conduct its affairs in compliance with that nonprofit corporation law.

ARTICLE 5.  
REGISTERED OFFICE

- 5.1) The mailing address of the registered office and principal place of business of the corporation is 4001 Tamiami Trail, Suite 425, Naples, Florida 34103.

- 5.2) The registered agent of the corporation is Gerard L. Cafesjian.

ARTICLE 6.  
INCORPORATOR

- 6.1) The name and mailing address of the incorporator is as follows:

Gerard L. Cafesjian  
4001 Tamiami Trail  
Suite 425  
Naples, Florida 34103

ARTICLE 7.  
DIRECTORS

- 7.1) The management of the corporation shall be vested in a Board of Directors. The number of directors, their terms and the method of their election shall be fixed by the Bylaws.

- 7.2) The board at the time of this Restatement consists of the following directors, who shall each hold office for the term of one year and until his or her successor shall have been duly elected and qualified: Gerard L. Cafesjian, Cleo T. Cafesjian, Father Dennis Dease, Dennis Doyle, Megan Doyle and John J. Waters, Jr.

H08000024586

H08000024586

7.3) Any action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all directors must be notified immediately of the text of the written action and the effective date.

ARTICLE 8.  
MEMBERSHIP

8.1) The corporation shall have no members.

ARTICLE 9.  
DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

9.1) In the event of none of Gerard L. Cafesjian, Cleo T. Cafesjian and John Waters is serving as a director and the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed to the Cafesjian/University of St. Thomas Armenian Supporting Organization created in cooperation with this foundation exclusively for the purposes of promoting and supporting Armenia, the Armenian people and Armenian causes.

If, however, that Supporting Organization no longer exists or qualifies as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law, the distribution to said organization shall lapse and shall be made either exclusively for the purposes of which this foundation was formed or consistent with such purposes and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 10.  
AMENDMENT OF ARTICLES

10.1) These Articles may be amended only by Gerard L. Cafesjian."

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to make, execute and file for record with the Department of State of the State of Florida Articles of Restatement and the following certification, and to pay all fees and charges in connection therewith, all as required by law.

FURTHERMORE, the undersigned on behalf of the Corporation, hereby certifies as follows:

H08000024586

H08000024586

1. The Corporation has no members and, therefore, the adoption of the Restated Articles of Incorporation did not require member approval;
2. The foregoing Restated Articles of Incorporation were adopted on June 13, 2007;
3. The foregoing Restated Articles of Incorporation of the Corporation supersede the original Articles of Incorporation of the Corporation and all amendments to them and restatements thereof; and
4. The Department of the State of the State of Florida may certify the Restated Articles of Incorporation as the Articles of Incorporation currently in effect, without including the certificate information required by Florida Statute §617.1007(3).

IN WITNESS WHEREOF, the Cafesjian Family Foundation, Inc., has caused these Articles of Amendment and Certificate to be signed by its President as of June 13, 2007.

THE CAFESJIAN FAMILY FOUNDATION, INC.

By: 

Gerard L. Cafesjian  
Its: President

4276303\_1.DOC

H08000024586