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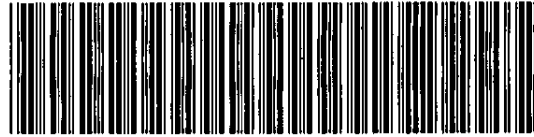
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Laura & Isaac Perlmutter

Foundation Inc

Signature

Requested by: BA

08/15/16

Name

Date

Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
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____ RA Resignation _____
____ Dissolution / Withdrawal _____
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____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
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____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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____ Courier _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE LAURA & ISAAC PERLMUTTER FOUNDATION INC.

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes

The Articles of Incorporation of The Laura & Isaac Perlmutter Foundation Inc. (the "Corporation") were originally filed in the office of the Secretary of State of the Florida Department of State on January 7, 1997, and have been amended from time to time (said Articles of Incorporation, as amended, hereinafter referred to as the "Articles of Incorporation"). The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is THE LAURA & ISAAC PERLMUTTER FOUNDATION, INC.

The principal place of business of the Corporation shall be:

c/o Kaye Scholer LLP
Phillips Point, East Tower
Suite 1000, 777 South Flagler Drive
West Palm Beach, FL 33401-6152

ARTICLE II

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the Corporation is organized is:

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as more specifically set forth in the bylaws.

ARTICLE IV

1. The Corporation will have no members.
2. The manner in which directors shall be elected or appointed shall be set forth in the bylaws.

3. The Corporation may have numerous classes of directors with differing powers as set forth in the bylaws.
4. The board of directors of the Corporation may appoint numerous committees in accordance with Section 617.0825 of the Florida Statutes, the procedures for which are set forth in the bylaws.

ARTICLE V

The number constituting the initial Board of Directors of the Corporation is three (3) which number may be increased to five (5) in accordance with the provisions set out in the bylaws. The names and addresses of the persons who are to serve initially are:

Isaac Perlmutter
c/o Kaye Scholer LLP
Phillips Point, East Tower
Suite 1000, 777 South Flagler Drive
West Palm Beach, FL 33401-6152

Laura Perlmutter
c/o Kaye Scholer LLP
Phillips Point, East Tower
Suite 1000, 777 South Flagler Drive
West Palm Beach, FL 33401-6152

Neal J. Nissel
c/o Kaye Scholer LLP
Phillips Point, East Tower
Suite 1000, 777 South Flagler Drive
West Palm Beach, FL 33401-6152

ARTICLE VI

The Corporation is organized as a non-stock corporation.

ARTICLE VII

To the extent permitted by law, except as specifically provided in the bylaws of the Corporation, neither these Articles nor the bylaws may be amended or repealed.

ARTICLE VIII

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Code.
6. 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, all as further detailed in the bylaws.
7. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.
8. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which 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 IX

The Directors of the Corporation are to cause these Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of State of Florida for the purpose of amending and restating the Articles of Incorporation of the Corporation.

[Remainder of Page is Intentionally Left Blank]

There are no members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation, which may be signed in one or more counterparts, which when taken together shall constitute one and the same consent as of the 12th day of August 2016.

DIRECTORS:

By: 

ISAAC PERLMUTTER, First Founding Director

By: 

LAURA PERLMUTTER, Second Founding Director

By: _____

NEAL NISSEL, Original Director

There are no members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation, which may be signed in one or more counterparts, which when taken together shall constitute one and the same consent as of the 12th day of August 2016.

DIRECTORS:

By: _____
ISAAC PERLMUTTER, First Founding Director

By: _____
LAURA PERLMUTTER, Second Founding Director

By: 
NEAL NISSEL, Original Director