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DIVISION OF CORPORATIONS

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Florida Department of State  
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MORRIS FAMILY FOUNDATION, INC.**

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SECRETARY OF STATE  
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

MORRIS FAMILY FOUNDATION, INC.

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Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), the Articles of Incorporation of Morris Family Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), which were filed with the Florida Department of State on March 31, 1997, are hereby amended and restated in their entirety as follows:

These Amended and Restated Articles of Incorporation (the "Articles of Incorporation") were duly approved and adopted by the requisite vote of Corporation's Members on AUGUST 2, 2016;

ARTICLE I - NAME

The name of the Corporation is MORRIS FAMILY FOUNDATION, INC.

ARTICLE II - CORPORATE PURPOSES

The Corporation is a nonprofit organization formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws (the "Code"), which purposes shall include the distribution of its funds for religious, charitable, scientific, literary and educational purposes, including the making of distributions to organizations which qualify as tax-exempt organizations under the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - MEMBERS

The Corporation shall have no members.

ARTICLE IV - CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual.

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#### **ARTICLE V - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors of the Corporation (the "Board"), which shall consist of not less than three (3) individuals. The Directors shall be elected or appointed, and subject to removal, in the manner and for the terms as provided in the Bylaws of the Corporation.

#### **ARTICLE VI - BYLAWS**

The Corporation shall have Bylaws which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, shall be vested exclusively in the Board of Directors, in the manner and on the terms provided in the Corporation's Bylaws (as the same may be amended from time to time).

#### **ARTICLE VIII - INDEMNIFICATION**

Directors and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Act (as the same may be amended from time to time) and the Corporation's Bylaws. Current and former Directors, officers, employees and agents of the Corporation shall be entitled to indemnification, and advancement of expenses, from the Corporation, as provided in the Corporation's Bylaws and consistent with the applicable provisions of the Act (as the same may be amended from time to time).

#### **ARTICLE IX - DISSOLUTION**

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code, in such proportions and amounts as the Board of Directors may determine. Any such assets remaining and not disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such charitable, scientific or educational purposes, or to such organizations as said court shall determine, which are organized and operated for such charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE X - OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS**

No part of the assets or the net earnings of the Corporation shall be distributed to any director, officer, employee or other individual having a personal or private interest in the Corporation; *provided, however* 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 II.

No substantial part of the activities of the Corporation shall be dedicated to the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign for or on behalf of or in opposition to any candidate for "public office" within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

**ARTICLE XI - AMENDMENTS**

The provisions of the Articles of Incorporation or Bylaws may be altered, amended or repealed, or new provisions adopted pursuant to the Bylaws of the Corporation and the Act. No persons other than Directors of the Board of the Corporation shall have any right to amend, alter, or repeal, or adopt new provisions to, the Articles of Incorporation or Bylaws of the Corporation.

**ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is located at 1660 Onaway Drive, Coconut Grove, Florida 33133, and its registered agent is Abbey Chase-Palgon.

**ARTICLE XIII - PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation is 1660 Onaway Drive, Coconut Grove, Florida 33133.

*[Signature page to follow]*

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 2 day of August, 2016.

Abbey Chase-Palgon  
Abbey Chase-Palgon / president

[Signature page to Amended and Restated Articles of Incorporation]

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