

N97000002803

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 2002

THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.
955 LANCASTER DRIVE
ORLANDO, FL 32806

SUBJECT: THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.
REF: N97000002803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Restated Articles of Incorporation, for a non-profit corporation, are filed in compliance with section 617.1007, Florida Statutes.

→ Please correct your document to reflect that it is filed pursuant to the correct statute number.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000150256
Letter Number: 302A00038188

→ CORRECTED PER THE ATTACHED DOCUMENT

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.**

FILED
02 JUN 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is The Paul and Teresa Finer Charitable Foundation, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

AND MAILING ADDRESS OF CORPORATION

The street address of the principal office of the corporation is 955 Lancaster Drive, Orlando, Florida 32806, which is also the mailing address of the corporation.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code").

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the

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State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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(ii) The corporation will distribute its income for each tax 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.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - NO MEMBERS

This corporation shall have no members.

ARTICLE V - ELECTION OF DIRECTORS

A. The Board of Directors of the corporation shall be elected as provided in the Bylaws. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall at all times consist of at least three (3) persons.

B. The names and addresses of the current members of the Board of Directors, who shall hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Paul M. Finer, M.D.	955 Lancaster Drive Orlando, Florida 32806
Teresa B. Finer, Esq.	955 Lancaster Drive Orlando, Florida 32806

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David H. Finer

3750 S. Terwilleger
Tulsa, Oklahoma 74105ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is 955 Lancaster Drive, Orlando, Florida 32806, and the name of the registered agent of this corporation at that address is Paul M. Finer, M.D. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed to Tampa-Orlando-Pinellas Jewish Foundation, Inc., a Florida not-for-profit corporation, provided that at the time of the distribution such organization qualifies as an exempt organization under Section 501(c)(3) of the Code and is not classified as a private foundation under Section 509(a) of the Code, or if such organization does not so qualify (or is no longer in existence), then all of the assets of this corporation 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member,

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director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

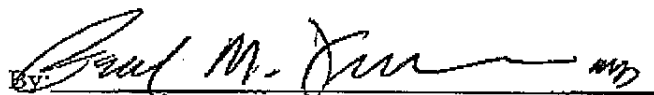
This corporation commenced its existence upon the filing of Articles of Incorporation with the Florida Department of State effective May 15, 1997, and shall continue in existence until the last to die of Paul M. Finer, M.D. or Teresa B. Finer, Esq., upon which event the Board of Directors shall dissolve the corporation.

ARTICLE X - AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended only upon the unanimous vote of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Orlando, Florida, this 2 day of March, 2002.

THE PAUL AND TERESA FINER CHARITABLE
FOUNDATION, INC.

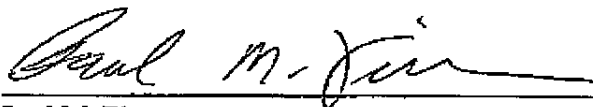
By: 
Paul M. Finer, M.D., President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Paul M. Finer

Date: 3/2, 2002

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC.**

I, PAUL M. FINER, being the duly elected, qualified and acting President of THE PAUL AND TERESA FINER CHARITABLE FOUNDATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by the Board of Directors of the Corporation on 3/2, 2002, in compliance with Section 607.1002 of the Florida Statutes. I further certify that the Corporation has no members and therefore no members entitled to vote for approval of the amendment.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 2 day of March, 2002.



Paul M. Finer, President of The Paul and Teresa Finer
Charitable Foundation, Inc.