

Division of Corporations

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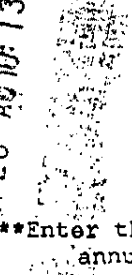
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FREDERICK A. DELUCA FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
THE FREDERICK A. DELUCA FOUNDATION, INC.
(Document number N97000003057)

The corporation, THE FREDERICK A. DELUCA FOUNDATION, INC., a Florida Not For Profit Corporation, hereby certifies as follows:

- (1) There are no members or members entitled to vote on the Articles of Restatement amending and restating the corporation's Articles of Incorporation and the Articles of Restatement were adopted by the board of directors of the corporation;
- (2) That the registered agent named in the proposed Articles of Restatement has been the corporation's registered agent since September 2, 2008; and
- (3) That pursuant to the provisions of Chapter 617, Florida Statutes, the corporation amends and restates the text of the corporation's original Articles of Incorporation, as filed with the Secretary of State of the State of Florida on May 23, 1997, effective May 22, 1997, to read as follows:

ARTICLE I

The name of the corporation (the "Corporation") is THE FREDERICK A. DELUCA FOUNDATION, INC.

ARTICLE II

The Corporation's principal office address is 300 Sub Way, Milford, Connecticut 06461.

ARTICLE III

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes, each within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code") (hereinafter, the "Corporation's 501(c)(3) Exempt Purposes"). The nature of the Corporation's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of

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America, as the board of directors of the Corporation (the "Board") determines are appropriate to carry out, promote, or further the Corporation's 501(c)(3) Exempt Purposes. It is intended that the Corporation shall be exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization"). The Corporation is not formed for pecuniary profit or financial gain.

ARTICLE IV

The Corporation shall have one class of members (the "Members"). The initial Members of the Corporation shall be ELISABETH C. DELUCA and JONATHAN C. DELUCA. The manner in which additional or successor Members are to be elected or appointed shall be as stated in the bylaws of the Corporation (the "Bylaws"). The Members shall have those rights and privileges required by law to be accorded to members entitled to vote, and those rights and privileges conferred upon the Members by these Articles of Incorporation or the Bylaws. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members, and such vote may be cast by proxy. Unless a section of the Florida Not For Profit Corporation Act specifically requires a greater number, a quorum of the Members consists of a majority of the Members entitled to vote. If a quorum is present, in person or by proxy, when a vote is taken, the affirmative vote of a majority of the Members present and entitled to vote is the act of the Members, unless the Bylaws or a section of the Florida Not For Profit Corporation Act specifically requires the vote of a greater number of Members. For so long as the Corporation shall have at least one Member, the Members shall have (i) the exclusive right to elect or appoint the directors, remove directors, with or without cause, and fill vacancies on the Board each in the manner set forth, and as permitted in, in the Bylaws, and from time to time, by resolution, increase or decrease the number of directors; (ii) the exclusive power to alter, amend or repeal the Bylaws and to adopt new bylaws, in each case, as permitted by the Bylaws; and (iii) the right to vote on any amendment to the Articles of Incorporation, any proposal to dissolve the Corporation and any plan of distribution of assets described in section 617.1406, Florida Statutes, any plan of merger, and any disposition of all or substantially all of the Corporation's assets described in section 617.1202, Florida Statutes.

ARTICLE V

All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of, the Board, subject to the limitations set forth in these Articles and in accordance with the Bylaws from time to time in effect. The number of directors constituting the initial Board shall be three (3); the number of directors may be increased or decreased by resolution, but such number shall not be reduced to less than three (3). For so long as the Corporation shall have at least one Member, the Members shall have the exclusive right to elect or appoint the directors, remove directors, with or without cause, and fill vacancies on the Board, each in the manner AND SUBJECT TO THE LIMITATIONS set forth in the Bylaws, and from time to time, by resolution, to increase or decrease the number of directors. If at any time the Corporation shall not have at least one

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Member and no successor Member has effectively been appointed, then the Corporation shall cease to be a corporation that has members and the Board shall become a self-perpetuating board of directors. Thereafter, the Board may remove directors, with or without cause, and fill vacancies on the Board in the manner set forth, as as permitted in, in the Bylaws, and from time to time, by resolution, increase or decrease the number of directors. A decrease in the number of directors shall not shorten an incumbent director's term.

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws.

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are CLASP, INC., 3001 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE IX

These Articles may be amended as provided by law at any time and from time to time in a manner and for a purpose consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any valid restrictions imposed by a donor on contributions to the Corporation and accepted by the Board by resolution; provided, however, that no amendment hereto may remove these restrictions on amendment.

ARTICLE X

The Corporation may be dissolved and its affairs wound up at any time in accordance with the provisions of Chapter 617, Florida Statutes. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the dissolution and winding up of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed (i) in such manner and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board shall determine in its discretion, including by distribution to or for the use of one or more Qualified Charitable Organizations and in such proportions as the Board shall determine in its discretion, or (ii) by a court of competent jurisdiction in the State in which the principal office of the Corporation in the United States of America is then located, exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar 501(c)(3) Exempt Purposes as the court shall determine.

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ARTICLE XI

The name of the incorporator is Jonathan DeLuca, and his address at the time of incorporation was 3550 Galt Ocean Drive, Apartment 301, Fort Lauderdale, FL 33308.

ARTICLE XII

Notwithstanding any other provisions of these Articles to the contrary, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is a Qualified Charitable Organization), director, officer, or other private persons, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5. Foreign Grants. The Corporation may not accept any contribution that it is legally obligated to redistribute to one or more organizations created or organized outside the United States of America or any possession thereof ("Foreign Charitable Organizations"). If the Corporation makes a grant to a Foreign Charitable Organization, (i) the Board shall review the organization's request for funds, require that the request specify the use to which the funds will be put, and, if the Board approves the request as being in furtherance of the Corporation's 501(c)(3) Exempt Purposes, authorize payment of the funds to the organization on condition that it furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board, and (ii) the Board shall at all times have the right in its sole discretion to refuse to make any such grant or otherwise render financial assistance to or for any or all of the purposes for which funds are requested by a Foreign Charitable Organization and to withdraw approval of any such grant and instead use such grant funds (including any contributions received in support of such grant) for any other of the Corporation's 501(c)(3) Exempt Purposes, as determined by the Board in its sole discretion. If the Corporation solicits contributions in support of a grant that the Board has approved to a Foreign Charitable Organization, the fact of the Board's control and discretion over all contributions made to the Corporation in support of the grant shall be made available to any contributor, upon request, whether before or after a contribution has been made.

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Section 6. Tax-Exempt Status. The Corporation shall not carry on any other activities not permitted to be carried on by a Qualified Charitable Organization.

Section 7. Chapter 42 Distribution Requirement. To the extent that section 508(e) and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall make such distributions at such time and in such manner as necessary or advisable to avoid becoming subject to tax under section 4942 of the Code.

Section 8. Chapter 42 Prohibitions. To the extent that section 508(e) and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code, (b) retain any excess business holdings as defined in section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under section 4944 of the Code, or (d) make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XIII

Subject to the restrictions and limitations of the preceding Article and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is specifically authorized:

(a) To initiate and participate in fundraising activities and conduct solicitations to support, further or promote the Corporation's 501(c)(3) Exempt Purposes;

(b) To receive contributions, donations, bequests and devises of any variety of real or personal property acceptable to the Board, including restricted contributions if such restrictions are: (i) consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization, (ii) imposed by the donor by written instrument, and (iii) accepted by the Board by resolution ("Valid Restrictions"), and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation for investment purposes;

(c) To make expenditures and distributions, program-related loans, program-related investments and other grants, in cash or in kind, or partly in each, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time;

(d) To receive and accept, purchase, subscribe for or otherwise acquire, and own, hold, retain, use, sell, deal in or with, maintain and administer any variety of real or personal property, or any legal or equitable interest therein and wherever located, any income earned thereon and any gains therefrom (the "Corporation's Funds");

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(e) To have the broadest possible investment powers, including, but not limited to, the powers to purchase, sell, invest and deal in the following: common or preferred stocks, bonds, bank or nonbank money market funds, commodities, commodity contracts, commodity mutual funds, futures, shares of investment companies, mutual funds, exchange traded funds, distressed company funds, private equity funds, master limited partnerships, hedge funds, structured notes, evidences of indebtedness, domestic or foreign, bonds and any other obligations of any governmental entity, domestic or foreign, bills of exchange and commercial paper, and any other securities and alternative investments, including, but not limited to, derivative transactions (whether over-the-counter or exchange listed), options, puts, calls, collars, and monetization strategies (such as prepaid forwards, contingent variable forwards and discount sale strategies), to pledge all or any part of the Corporation's assets as security in connection with any such transactions or strategies, and to enter into agreements in connection with any of the above investments, transactions or strategies;

(f) To maintain custody or brokerage accounts (including margin accounts) and to register securities in the name of a nominee, to vote and give proxies to vote shares of stock, to exercise stock options, to open, close, maintain, draw checks on (and in any other manner withdraw funds from) and make deposits to bank accounts of any kind;

(g) To sell, exchange, transfer, convey, mortgage, pledge, lease, option and otherwise dispose of all or any part of the Corporation's property and take back purchase money mortgages thereon;

(h) To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds and other obligations of the Corporation and secure any such obligations by mortgage or pledge of any part of the Corporation's Funds, and extend, renew or renegotiate loans or guarantees;

(i) To lend money, invest and reinvest the Corporation's Funds, and receive and hold real and personal property as security for repayment;

(j) To form or join in forming partnerships, limited liability companies, joint ventures, corporations or other entities to carry out or further the Corporation's 501(c)(3) Exempt Purposes or for investment purposes, to become a partner, manager, associate or member thereof, to transfer any part or all of the Corporation's Funds thereto, and to operate, manage and supervise such entities, participate in the operation, management and supervision thereof, or delegate such power to any person or persons the Board may select;

(k) To sue and be sued, complain and defend in the Corporation's name, and to compromise and settle claims;

(l) If at any time the Corporation shall not have at least one Member and no successor Member has effectively been appointed, to amend or repeal the Corporation's Bylaws, including any Bylaw adopted or amended by the Members that fixed quorum or voting requirements for the Board;

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(m) If at any time the Corporation shall not have at least one Member and no successor Member has effectively been appointed, to amend the Articles of Incorporation, including any provision adopted with the approval of the Members that fixed quorum or voting requirements for the Board;

(n) To employ attorneys, accountants, investment counsel, custodians, brokers and other agents to assist in the administration of the Corporation and the Corporation's Funds and to pay reasonable compensation for such services; and

(o) To engage in or carry on any and every lawful act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

ARTICLE XIV

The Corporation shall indemnify any director or former director to the fullest extent permitted by law. In the Board's discretion, the Corporation also may indemnify any officer or employee, or any former officer or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, an authorized officer of the corporation, has signed these Amended and Restated Articles of Incorporation on this 8th day of May, 2016.

By: Elisabeth C. DeLuca
Elisabeth C. DeLuca
Its President

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