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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: MIKE GIEHL
PHONE: (954) 525-7500
(954) 761-8475

FAX #:

NAME: TRADEWINDS FOUNDATION, INC.

AUDIT NUMBER.....H98000003078

DOC TYPE.....BASIC AMENDMENT

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No. 7372 P. 1/6

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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #:

(954)761-8475

NAME: TRADEWINDS FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1998

TRADEWINDS FOUNDATION, INC.
8365 SENECA TURNPIKE
NEW HARTFORD, NY 13413

SUBJECT: TRADEWINDS FOUNDATION, INC.
REF: N97000006538

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the Amended and Restated of Incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003078
Letter Number: 398A00008675

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

Feb. 16. 1998 2:09PM

No. 6264 P. 3/7

H98000003078

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRADEWINDS FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

The Articles of Incorporation of Tradewinds Foundation, Inc., a Florida not-for-profit corporation, filed with the Department of State on November 17, 1997, Charter Number N97000006538, are hereby amended and restated as shown below.

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is Tradewinds Foundation, Inc., (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Prepared by: Gregory A. McLaughlin, Esq.
Bar No: 0518794
Tripp, Scott, Conklin & Smith
110 SE 6th Street, 15th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V **MEMBERS**

Section 5.1. This Corporation shall have a membership that is to be determined in the Bylaws.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by the Board of Directors elected in accordance with the Bylaws (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

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6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

6.2 The names and addresses of the members of the Board of Directors. who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office until their successors are elected and have qualified or their earlier resignation, removal or death, are as follows:

David Abelove
c/o Associated Textile Rental Service
8365 Seneca Turnpike
New Hartford, New York 13413

Katherine Clark
c/o Associated Textile Rental Service
8365 Seneca Turnpike
New Hartford, New York 13413

Robert Evans
c/o Associated Textile Rental Service
8365 Seneca Turnpike
New Hartford, New York 13413

Louis Tehan
c/o United Cerebral Palsy Association
1020 Mary Street
Utica, New York 13501

William Holicky
c/o House Of The Good Shepherd
1550 Champlin Avenue
Utica, New York 13502

ARTICLE VII **ADDRESS**

Section 7.1. The street address of the principal office of this corporation is:

8365 Seneca Turnpike
New Hartford, New York 13413

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ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Dane T. Stanish | 537 North Rainbow Drive Hollywood, Florida 33021 |

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

These Amended and Restated Articles of Incorporation were approved by a Unanimous Consent Action of the Board of Directors of the Corporation dated February 9th, 1998. There are no members of the Corporation that are allowed to vote.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 9th day of February, 1998.

TRADEWINDS FOUNDATION, INC.



David Ablove, President