

N98000003068



ACCOUNT NO. : 072100000032
REFERENCE : 972828 142393A
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 87.50

ORDER DATE : September 24, 1998
ORDER TIME : 10:45 AM
ORDER NO. : 972828-005
CUSTOMER NO: 142393A

600002648106--3

CUSTOMER: Edward E. Wollman, Esq
Wollman, Strauss & Associates,
Suite 1
5129 Castello Drive
Naples, FL 34103

RECEIVED
98 SEP 24 AM 11:25
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: THE GEORGE AND HELEN FOX
FAMILY FOUNDATION, INC.

EFFECTIVE DATE:

Amended & Restated

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
98 SEP 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *RM 9/24*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE GEORGE AND HELEN FOX FAMILY FOUNDATION, INC.

a Florida not-for-profit corporation

FILED
98 SEP 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors hereby amend and restate the Articles of Incorporation of the George and Helen Fox Family Foundation, Inc., originally filed on May 29, 1998. Amendment and Restatement of Articles IV and VI, as well as these Amended and Restated Articles of Incorporation were approved by a unanimous consent of the Board of Directors of the Corporation and adopted by Resolution of the Board of Directors dated the 21st day of September, 1998, in the manner prescribed by Section 617.1007, Florida Statutes. This Corporation has no members, therefore, no member approval is required.

Any amendments included herein have been adopted pursuant to Subsection (4) of Section 617.1007, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as previously filed (there are no prior amendments) and the provisions of these Amended and Restated Articles of Incorporation other than the Amendment and Restatement to Articles VI and VI, and the addition of Article VIII.

ARTICLE I
NAME

The complete legal name of the Corporation is:

THE GEORGE AND HELEN FOX FAMILY FOUNDATION, INC.

and the business address of the Corporation is:

5129 Castello Drive, Suite 1
Naples, FL 34103

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual. The corporate existence commenced upon filing of the Articles by the Department of State on May 29, 1998. These Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Department of State of the State of Florida.

ARTICLE III
PURPOSE

The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized exclusively for charitable, scientific, literary, educational, testing for public safety, preventing the cruelty to children or animals, and religious purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include, but not be limited to acquiring by gifts and donations, funds to be donated to other charitable entities as defined in Section 501(c)(3).

ARTICLE IV
DIRECTORS

(a) This Corporation shall have at least three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws or by resolution of the Board of Directors, but shall never be less than three(3).

(b) A director may be removed with or without cause by a majority of the board of Directors at any regular or special meeting.

(c) Directors shall be elected by the Board of Directors in the manner stated in the Bylaws.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at:

5129 Castello Drive
Naples, FL 34103.

and the name of the initial registered agent shall be:

Edward E. Wollman

ARTICLE VI
SPECIAL PROVISION

(a) This Corporation is organized and operated 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 corresponding section of any future federal tax code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) 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 Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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 VII **INCORPORATOR**


The name and address of the subscriber to the original Articles of Incorporation and principal office address is:

Edward E. Wollman
5129 Castello Drive, Suite 1
Naples, FL 34103


ARTICLE VIII **NO MEMBERSHIP**

The Corporation shall have no membership.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed below by the Chairman of the Board of Directors in accordance with Subsection 6(a), of Section 617.01201, Florida Statutes, this _____ day of September, 1998.


EDWARD E. WOLLMAN, Chairman
Board of Directors

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0503 FLORIDA STATUTES.


EDWARD E. WOLLMAN,
REGISTERED AGENT

DATED: September 22, 1998