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R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 10, 2013

STEPHEN C. LANDE

4200 BISCAYNE BLVD.
MIAMI, FL 33137

SUBJECT: JESSIE AND BERNARD WOLFSON FAMILY FOUNDATION, INC.
Ref. Number: N99000003461

We have received your document for JESSIE AND BERNARD WOLFSON FAMILY FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 713A00028060

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jessie and Bernard Wolfson Family Foundation, Inc.

DOCUMENT NUMBER: N99000003461

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen C. Lande

Name of Contact Person

Greater Miami Jewish Federation

Firm/ Company

4200 Biscayne Blvd.

Address

Miami, FL 33137

City/ State and Zip Code

slande@gmjf.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen C. Lande at (786) 866-8623

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JESSIE AND BERNARD WOLFSON FAMILY FOUNDATION, INC.

A Florida Not for Profit Corporation

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of Jessie and Bernard Wolfson Family Foundation, Inc. (hereinafter, the "Corporation"), which was incorporated under the laws of the State of Florida on June 1, 1999.

FIRST: The name of the Corporation is Bernard and Jessie Wolfson Family Foundation, Inc.

SECOND: The street address of the principal office of the Corporation is 4200 Biscayne Boulevard, City of Miami, in the County of Miami-Dade, State of Florida 33137. The principal mailing address of the Corporation is the same.

THIRD: The street address of the registered office of the Corporation is 4200 Biscayne Boulevard, City of Miami, in the County of Miami-Dade, State of Florida 33137 and the name of the registered agent at the address is Stephen C. Lande.

FOURTH: The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Jewish Federation, Inc. (hereinafter the "Federation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and its agencies, provided the Federation or such agency is a "qualified organization" as defined in this Article. In addition, the Corporation may also from time to time make distributions to other entities that are tax-exempt under Section 501(c)(3) of the Code, provided an entity is a qualified organization and such distributions are in furtherance of the purposes of the Federation. An entity is a "qualified organization" if it is described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Code. If the Federation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article Fourth.

SIXTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.

These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, 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.

SEVENTH: Directors shall be elected, appointed, and removed as provided in the Amended and Restated Bylaws of the Corporation as the same may be amended, restated or otherwise modified from time to time.

EIGHTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation;
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws; or
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

NINTH: Except as provided in Article Eighth, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be required for the authorization or taking of any action by the Directors.

TENTH: The Corporation shall have no members.

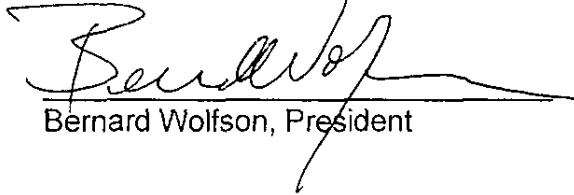
ELEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or religious purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article Eleventh only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

TWELFTH: The Corporation shall fully indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

CERTIFICATE

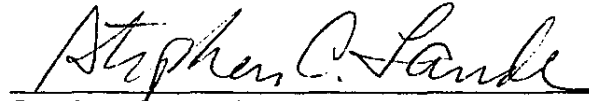
The foregoing Amended and Restated Articles of Incorporation was adopted by the unanimous written consent of the members of the Corporation on the third day of

December, 2013 and the number of votes cast for the amendment was sufficient for approval.


Bernard Wolfson, President

ACKNOWLEDGMENT

Having been named to accept service of process and serve as registered agent for the above-named Corporation, at the place designated in the above-stated Amended and Restated Articles of Incorporation of the Corporation, the undersigned, hereby states that the undersigned is familiar with and accepts the obligations to act in this capacity.


Stephen C. Lande

DATED: December 3, 2013

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