

# N99 000007527

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## BASIC AMENDMENT

SHAW FAMILY FOUNDATION, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SHAW FAMILY FOUNDATION, INC.**

Pursuant to the requirements of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned does hereby adopt and file these Amended and Restated Articles of Incorporation of SHAW FAMILY FOUNDATION, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on December 22, 1999 under Charter No. N99000007527.

WHEREAS, the undersigned Corporation, by and through its Board of Directors and pursuant to the provisions of Sections 617.1001 and 617.1007 of the Florida Statutes, wishes to amend and restated the Corporation's Articles of Incorporation; and

WHEREAS, the Board of Directors of the Corporation unanimously voted to amend and restate the Articles of Incorporation of the Corporation in the manner hereinafter set forth on the 10<sup>th</sup> day of July, 2001, and the number of votes cast by the Board of Directors for such amendment and restatement was sufficient for approval, and as there are no members of the Corporation, member approval was not applicable.

NOW, THEREFORE, the undersigned hereby amends and restates the Articles of Incorporation of the Corporation as follows:

**"ARTICLE I. NAME**

The name of the corporation shall be: SHAW FAMILY FOUNDATION, INC. (hereinafter, the "Corporation")."

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is: 1090 Kane Concourse, Suite 201, Bay Harbor, Florida 33154.

**ARTICLE III. PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes by conducting or supporting activities exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the JEWISH COMMUNITY BOARD OF AKRON, INC., or its successor. In the event the JEWISH COMMUNITY BOARD OF AKRON, INC. ceases to be a "qualified organization" as herein defined, the Corporation shall be operated exclusively for the benefit of, to perform the functions 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. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section

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501(c)(3) and Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code").

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 not for profit corporations, including, but without limitation thereon, the right and power to receive gifts, devises, bequests and contributions outright, in trust or in any other form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

#### ARTICLE IV. BOARD OF DIRECTORS

A. The number of members of the Board of Directors of the Corporation may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of members of the Board of Directors of the Corporation be less than three (3).

B. The Board of Directors of the Corporation shall be divided into two classes: the Public Class and the Donor Class. The manner in which the Board of Directors are elected or appointed is set forth in the Bylaws of the Corporation.

#### ARTICLE V. REGISTERED AGENT AND OFFICE

The registered agent of the Corporation designated is Eric W. Sulzberger, 1090 Kane Concourse, Suite 201, Bay Harbor, Florida 33154.

#### ARTICLE VI. CHARITABLE ORGANIZATIONS PROVISIONS

A. 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 the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Members, Directors, officers or private individuals, but 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 Article III hereof, including distributions to the Public Member exclusively for charitable, educational or religious purposes, so long as it is a "qualified organization".

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C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or religious purposes to the JEWISH COMMUNITY BOARD OF AKRON, INC. or, if it is not then a qualified organization, the assets of the Corporation shall be distributed in such manner and to such qualified organization(s) as the Board of Directors shall determine. 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.

ARTICLE VII. MEMBERSHIP

The Members of the Corporation shall initially be divided into two classes: the Public Member and the Donor Members. The respective rights of each class of members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VIII. VOTING

The affirmative votes of Members holding a majority of the voting power of the Members at any annual or special meeting of Members, shall be required to adopt or approve the following actions:

- (a) Liquidation or dissolution of the Corporation;
- (b) Merger, consolidation or transfer of substantially all of the assets of the Corporation; and
- (c) Repeal, modification, amendment in whole or in part of, or in addition to, the Articles of Incorporation or Bylaws of the Corporation or the adoption of new Articles of Incorporation or new Bylaws.

ARTICLE IX. INTERNAL REVENUE CODE

All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted."

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 10<sup>th</sup> day of July, 2001.

SHAW FAMILY FOUNDATION, Inc., a Florida  
not-for-profit corporation

By: Jerry Shaw  
Jerry Shaw, President