

N15000004544

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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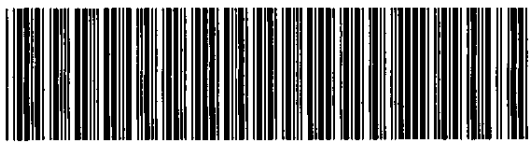
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2015

DOROTHY L KORSZEN ESQ
4130 WOODMERE PARK BLVD., STE #12
VENICE, FL 34293

SUBJECT: THE HARRY SHAPIRO CHARITABLE FOUNDATION, INC.
Ref. Number: N15000004544

We have received your document for THE HARRY SHAPIRO CHARITABLE FOUNDATION, INC. and check(s) totaling \$43.75 of which \$43.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have submitted two documents. One of the documents is entitled articles of incorporation. Because articles of incorporation have previously been filed for this corporation, new ones cannot be filed. You may entitle your document amended and restated articles of amendment, but both documents cannot be submitted under one filing fee.

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: 415A00021220

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE HARRY SHAPIRO CHARITABLE FOUNDATION, INC.

DOCUMENT NUMBER: N15000004544

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

Please return all correspondence concerning this matter to the following:

Dorothy L. Korszen, Esq.

(Name of Contact Person)

Farr, Farr, Emerich, Hackett, Carr & Holmes, P.A.

(Firm/ Company)

4130 Woodmere Park Blvd., Suite #12

(Address)

Venice, FL 34293

(City/ State and Zip Code)

dkorszen@farr.com

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

For further information concerning this matter, please call:

Fletcher H. Rush, Esq.

941

484-1996

at

(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
THE HARRY SHAPIRO CHARITABLE FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

The undersigned, a citizen of the United States, acting as incorporator and desiring to form a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby certify:

**ARTICLE I
NAME**

The name of this corporation shall be THE HARRY SHAPIRO CHARITABLE FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of its initial principal place of business and its mailing address is 783 South Orange Avenue, Sarasota, Florida 34236.

**ARTICLE III
DURATION**

This corporation shall have perpetual existence or shall exist until dissolved by operation of law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article XIV.

**ARTICLE IV
PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal internal revenue law. The general nature, objects and purposes of the corporation shall be: (1) to administer and distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal internal revenue law; and (2) to modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors without the necessity of the approval of the trustee, custodian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

ARTICLE V
POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI
PROHIBITED ACTIVITIES AND REQUIRED PROVISIONS

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 Article IV 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

As required by the Internal Revenue Code and as provided in the Florida Not For Profit Corporation Act, Chapter 617, Section 0835, Florida Statutes, the corporation will: (1) distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; (2) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (3) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (4) not make any investments in a manner so as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and, (5) not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII
MEMBERS

The corporation will not have any members.

ARTICLE VIII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 4130 Woodmere Park

Blvd., Suite #12, Venice, Florida 34293, and the name of the initial registered agent of this corporation at that address is Dorothy L. Korszen, Esq.

ARTICLE IX
BOARD OF DIRECTORS

The board of directors of the corporation shall be the governing body of the corporation and shall have all requisite power and authority over the affairs of the corporation as provided in the By-Laws of the corporation. The method of election and the initial board of directors of the corporation shall be as provided in the By-Laws of the corporation.

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as set out in the bylaws of this corporation, but shall always have a minimum of three (3) directors.

ARTICLE X
INITIAL OFFICERS

The corporation shall have officers as provided in the By-Laws of the corporation.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is Dorothy L. Korszen, 4130 Woodmere Park Blvd., Suite #12, Venice, Florida 34293.

ARTICLE XII
BY-LAWS

The incorporator of the corporation shall adopt By-Laws of the corporation consistent with these Articles of Incorporation. Thereafter, the By-Laws of the corporation may be altered, amended or rescinded by the directors of the corporation in the manner provided by such By-Laws of the corporation.

ARTICLE XIII
COMMITTEES

The corporation may establish such committees as provided in the By-Laws of the corporation.

ARTICLE XIV
DISSOLUTION

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 the 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 so

disposed of shall be disposed of by a Court of Competent Jurisdiction 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 purpose.

ARTICLE XV
AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors. Notwithstanding the Directors' power to amend these Articles of Incorporation, the initial Directors shall remain Directors until their death or resignation.

Dated this 4 day of May, 2015.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

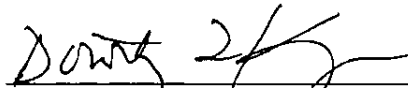


Dorothy L. Korszen, Registered Agent

May 4, 2015

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Chapter 817, Section 155, Florida Statutes.



Dorothy L. Korszen, Incorporator

May 4, 2015

Date

The date of each amendment(s) adoption: N/A, if other than the date this document was signed.

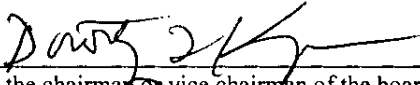
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9-24-15

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DOROTHY L. KORSZEN

(Typed or printed name of person signing)

Incorporator and Registered Agent
(Title of person signing)