

N00094

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BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$43.75

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**ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION OF
BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC.
A Florida Corporation Not for Profit**

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Pursuant to Chapter 617 of the Florida Statutes, Bernard and Alexandria Schoninger Foundation, Inc. (formerly known as Schoninger Family Foundation, Inc. and Bernard Schoninger Foundation, Inc.), a non-stock, perpetually existing Florida corporation not for profit, Charter number N00094 (the "Corporation"), in accordance with the resolutions adopted by unanimous written consent of the sole Member and all Directors of the Corporation dated as of January 1, 2009, the votes reflected by such consent being sufficient for approval hereof, hereby amends and restates its Articles of Incorporation to read in full as follows:

ARTICLE I

Name

The name of the Corporation shall be Bernard and Alexandria Schoninger Foundation, Inc. The street address and the mailing address of the Corporation shall be c/o McKean, Paul, Chrycy, Fletcher & Co., 6401 SW 87th Avenue, Suite 210, Miami, Florida 33173.

ARTICLE II

Purposes

The Corporation is formed exclusively for one or more of the following objects or purposes: for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or to assist and contribute to the support of any corporation, association, organization,

foundation, fund, or trust of any kind organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Code.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617 of the Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. 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 Code.

ARTICLE V

Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation after necessary expenses thereof shall be distributed to such charitable organizations as shall qualify as such under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine.

ARTICLE VI

Incorporator

The name and address of the incorporator of the Corporation was:

Florida Registered Agents, Inc.
777 Brickell Avenue, Suite 700
Miami, Florida 33131

ARTICLE VII

Nonstock Corporation

The Corporation shall not have or issue shares of stock.

ARTICLE VIII

Membership

The conditions of Membership in the Corporation, and the rights and obligations of its Members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE IX

Board of Directors

Section 1. The Members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of Directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the Bylaws, provided that the number of Directors of the Corporation shall be not less than three. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the persons who currently serve as the Directors of the Corporation are:

- | | |
|------------------------|---|
| Donald B. Paul | 6401 SW 87th Avenue, Suite 210
Miami, Florida 33173 |
| Dr. Bernard J. Fogel | 1120 NW 14th Street, Suite 1560B
Miami, Florida 33136 |
| Frederick H. Sandstrom | 220 Alhambra Circle, Suite 800
Coral Gables, Florida 33134 |

ARTICLE X

Indemnification and Liability

The Corporation shall, to the fullest extent permitted by Chapter 617 (Corporations Not for Profit) and Chapter 607 (Corporations) of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code. The Bylaws of the Corporation may provide for additional indemnification rights not inconsistent with the foregoing provisions.

ARTICLE XI

Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.


Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Michael E. Kavoukjian.

ARTICLE XII

Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal as
of the 1st day of January, 2009.



Donald B. Paul
President

CERTIFICATE REGARDING ADOPTION AND EXECUTION

These Articles of Restatement of the Articles of Incorporation of the Corporation are being filed pursuant to Florida Statutes § 617.1007, the same having been duly executed by the undersigned President of the Corporation in accordance with Florida Statutes § 617.01201 on the date set forth above and duly approved and adopted in accordance with Florida Statutes § 617.1002 by unanimous written consent of the sole Member and all Directors of the Corporation dated as of January 1, 2009, the votes reflected by such consent being sufficient for approval hereof.



Donald B. Paul
President

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

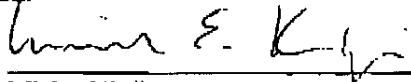
In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC. has designated **White & Case LLP**, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its **Registered Office** and has named **Michael E. Kavoukjian** located at said address as its **Registered Agent**.



Donald B. Paul
President

Having been named **Registered Agent** for the above stated corporation, at the designated **Registered Office**, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Michael E. Kavoukjian
Registered Agent