

719976

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

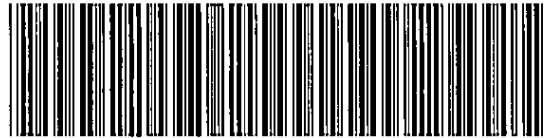
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 9, 2022

CT

**CORRECTED**  
Please Allow For  
Same File Date

SUBJECT: THE SAUNDERS FOUNDATION  
Ref. Number: 719976

We have received your document for THE SAUNDERS FOUNDATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Terri J Schroeder  
Regulatory Specialist III

Letter Number: 622A00005607

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 03/08/2022

Acc#I20160000072

*mic DW*

Name:	THE SAUNDERS FOUNDATION
Document #:	
Order #:	14196020

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!

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## ARTICLE I. NAME AND ADDRESS

## ARTICLE II. EXISTENCE

### ARTICLE III. PURPOSE

The Foundation is organized and shall be operated exclusively for such scientific, educational, literary, charitable or religious purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of

the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the Foundation is specifically organized and empowered to:

Accept, hold, administer, invest and disburse for scientific, educational, literary, charitable and religious purposes, such funds as may from time to time be given to it by any person, persons or corporations; and receive gifts and make financial and other types of contributions and assistance to scientific, educational, literary, charitable and religious organizations including, but not limited to, providing such organizations with moneys to be used to grant loans, scholarships, fellowships or other grants in aid to further the education of worthy individuals. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

2022 MAR -8 AM 9:30

The Foundation shall be authorized to perform any activities related to or incidental to the furtherance of the Foundation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to any of its members, trustees, officers, or other private persons, unless such member, trustee, officer, or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article III. No part of the Foundation's activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation of the Code and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In accordance with Section 617.0835, Florida Statutes and Section 508(e) of the Code (or the corresponding section of any future United States Internal Revenue Law), the Foundation shall strictly adhere to the following provisions:

1. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.
2. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.
3. The Foundation shall not retain or acquire excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.
4. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.
5. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (iii) by a private foundation within the meaning of Section 509(a) of the Code, or corresponding section of any future United States Internal Revenue Law.

#### ARTICLE IV. DISSOLUTION

In the event of dissolution, the residual assets of the Foundation shall be distributed to The Community Foundation of Tampa Bay, Inc., a Florida not for profit corporation (EIN: 59-3001853) (the "Community Foundation"), if, at the time of dissolution of the Foundation, the Community Foundation remains exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any prior or future United States Internal Revenue Law, and meets the description contained in Section 507(b)(1)(A) of the Code, or the corresponding section of any prior or future United States Internal Revenue Law, of an organization to which a private foundation desiring to terminate that status may

distribute its net assets. In the event that, at such time, the Community Foundation does not meet the requirements provided in the preceding sentence, the residual assets of the Foundation shall be distributed to an organization or organizations selected by the Board of Trustees that is then exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any prior or future United States Internal Revenue Law, and does then meet the description contained in Section 507(b)(1)(A) of the Code, or the corresponding section of any prior or future United States Internal Revenue Law, of an organization to which a private foundation desiring to terminate that status may distribute its net assets. In the event that all members of the Board of Trustees resign, have become deceased, mentally disabled or otherwise incapable of performing their duties as members of the Board of Trustees and successor members of the Board of Trustees have not been appointed or elected, then the assets of the Foundation shall be distributed to the Community Foundation as set forth above. However, in the event that, at such time, the Community Foundation does not meet the requirements provided in the first sentence of this paragraph, the Circuit Court of Hillsborough County, Florida, shall select either (1) a replacement board of trustees, or (2) an organization headquartered in Hillsborough County, Florida, that satisfies the tax requirements provided in the first sentence of this paragraph to which the residual assets of the Foundation shall be distributed.

#### ARTICLE V. MEMBERS

The Foundation may have one or more members. A designation of the class or classes of members, and the qualifications and rights of the members of each class, and the names of the current member or members, shall be set forth in the Bylaws.

#### ARTICLE VI. BOARD OF TRUSTEES AND OFFICERS

The affairs and business of the Foundation shall be conducted by a Board of Trustees of not less than four members nor more than fifteen members, the exact number of which shall be fixed by the Board of Trustees, one of whom shall be elected President and Chief Executive Officer and another Vice-President of the Foundation. A Secretary and Treasurer shall also be elected from the Board of Trustees; however, the two offices may be consolidated and held by one person. The Foundation shall have such other officers as deemed appropriate by the Board of Trustees from time to time. The Board of Trustees shall have the power and authority to select their successors. In the event of a vacancy on the Board by reason of death or resignation, the Board shall be authorized to fill such vacancy. In the event that all members of the Board of Trustees become deceased, mentally disabled or otherwise incapable of performing their duties as members of the Board of Trustees and successor members

of the Board of Trustees have not been appointed or elected, then the procedures set forth in Article IV shall be followed with respect to the assets and the Board of Trustees of the Foundation.

#### ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Foundation is 801 US Hwy 1, North Palm Beach, Florida 33408, and the Foundation's registered agent is Corporate Creations Network, Inc.

#### ARTICLE VIII. INDEMNIFICATION


The Foundation shall indemnify all incorporators, members, trustees, officers, and employees or agents of the Foundation to the fullest extent of the law.

#### ARTICLE IX. AMENDMENTS

The Foundation's Articles of Incorporation may be amended or otherwise modified by the Board of Trustees at any meeting of the Board by vote of a majority of the then-serving Trustees.

The foregoing Amended and Restated Articles of Incorporation, including all amendments contained therein, were adopted at a meeting of the Board of Trustees of the Foundation, in accordance with Section 617.1006(4) of the Florida Statutes, on February 2, 2022, as the Foundation has no members.

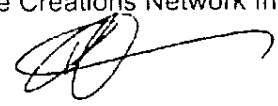
IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation as of this 2<sup>nd</sup> day of February, 2022.

  
\_\_\_\_\_  
Solon F. O'Neal, Jr., President and  
Chief Executive Officer

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the above entity to accept service of process at the place designated in these Restated Articles of Incorporation and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 15<sup>th</sup> day of March, 2022.

Corporate Creations Network Inc.

By:   
\_\_\_\_\_  
Name: Jim Perkins  
Title: Authorized Person