

764885

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Amend/Restated
CC
@ 2/12/04



600028276696

02/06/04--01059--007 **43.75

FILED

04 FEB -6 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STOKES McMILLAN & MARACINI P.A.

ATTORNEYS AT LAW
SUITE 3750 • ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

JUAN C. ANTÚNEZ
LL.M. IN ESTATE PLANNING
MICHELE A. MARACINI
LL.M. IN ESTATE PLANNING
JANE W. McMILLAN
LL.M. IN TAXATION
BOARD CERTIFIED IN TAXATION
PAUL M. STOKES
BOARD CERTIFIED IN WILLS, TRUSTS AND ESTATES

TELEPHONE (305) 379-4008
FACSIMILE (305) 379-4848
E-MAIL info@smpalaw.com

WRITER'S DIRECT E-MAIL:
JYoung@smpalaw.com

February 5, 2004

Via FedEx
TRK # 7925 6509 5560

Department of State
Division of Corporations
409E Gaines Street
Tallahassee, FL 32399

Re: Samuel E. And Mary W. Thatcher Foundation, Inc.

Dear Sir or Madam:

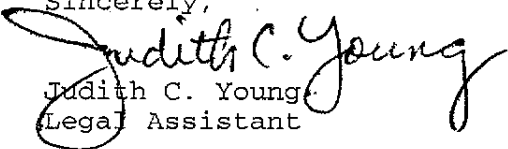
Enclosed is the original Amended and Restated Articles of Incorporation for the above-referenced Foundation. Also enclosed is our firm check made payable to the Florida Department of State in the amount of \$43.75 for the following:

Filing Fee for Amended and Restated Articles of Incorporation	\$35.00
Certified Copy of Amended and Restated Articles of Incorporation	8.75
Total	\$43.75

Please file the original document with your office. Please return the certified copy of the Amended and Restated Articles of Incorporation to us. We have enclosed a self-addressed, stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact me at 305-379-4008 or contact me by e-mail at Jyoung@smpalaw.com. Thank you.

Sincerely,


Judith C. Young
Legal Assistant

Enclosures
cc(without enclosure): Mr. William R. Jordan, III

FILED
04 FEB - 6 PM 12:10
TALLAHASSEE, FLORIDA

FILED
04 FEB -6 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

The SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Not For Profit Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 30, 1982, were amended and restated on November 7, 1991, and were amended again on April 24, 2001.

2. The Amended and Restate Articles of Incorporation set forth herein have been duly approved by written consent dated January 20, 2004 of the sole Member of the Corporation in accordance with Section 617.0701(4) of the Act. The number of votes cast were sufficient for approval.

3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE I
Name

The name of the Corporation is the SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.

ARTICLE II
Existence

The Corporation shall exist until such time after the date of the death of John W. Thatcher, the initial member of the Corporation (the "Initial Member"), as shall be commercially reasonable and necessary to promptly dissolve and distribute the assets of the Corporation as provided in these Articles and effectuate the charitable purposes of the Corporation, but in no event shall the Corporation exist for more than five (5) years after the Initial Member's date of death.

ARTICLE III

Address

The Corporation's principal place of business and mailing address is 3050 Biscayne Boulevard, Suite 1008, Miami, Florida 33137.

ARTICLE IV

Purpose

1. The general purpose for which the Corporation is formed is to operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as now in effect or as may hereafter be amended (the "Code"), and Section 617.0301 of the Act.

2. The specific and primary purpose for which the Corporation is formed is the advancement of religion, charity and education by the distribution of its assets for those purposes.

ARTICLE V

Limitations and Restrictions

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, director, or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. The Corporation shall pay no dividends.

2. 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, directly or indirectly, 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.

3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt

from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4. Notwithstanding any other provision of these Articles, the Corporation shall not: (i) engage in any act of "self dealing" as defined in Section 4941(d) of the Code; (ii) fail to distribute its income at such time and in such manner as would subject the Corporation to the tax on undistributed income under Section 4942 of the Code; (iii) retain any "excess business holdings" as defined in Section 4943(c) of the Code; (iv) make any "jeopardizing investments", as such term is used in Section 4944 of the Code; or (v) make any "taxable expenditures" as defined in Section 4945(d) of the Code.

5. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed in accordance with the "Member's Memorandum" (as defined herein) to library, charitable, religious, scientific, literary or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Code, and none of the assets will be distributed to any member, officer or director of the Corporation or to any other person.

ARTICLE VI

Membership

The Corporation shall have one (1) class of members. The members of the Corporation shall consist of the Initial Member and such other persons as shall be appointed to membership in the manner stated in the Bylaws of the Corporation. The directors need not be members of the Corporation unless so required by the Bylaws.

ARTICLE VII

Management of the Corporation; Board of Directors

1. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitations set forth in these Articles of Incorporation.

2. The Corporation shall have at least three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less

than three (3). Directors shall be elected to the Board of Directors in the manner stated in the Bylaws of the Corporation.

ARTICLE VIII
Registered Office and Agent

The registered office of the Corporation is 3050 Biscayne Boulevard, Suite 1008, Miami, Florida 33137, and the registered agent of the Corporation at such office is William R. Jordan.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in whole or in part by the Initial Member and, upon the death or disability of the Initial Member, by a majority vote of the members pursuant to the procedure outlined in Section 617.1002 of the Act.

ARTICLE X
Dissolution and Distribution of Assets


Upon the death of the Initial Member, the Corporation shall be dissolved and its assets distributed as provided in the Member's Memorandum within such period of time after the Initial Member's death as shall be commercially reasonable and necessary to promptly dissolve and distribute the assets of the Corporation, but in no event shall such period of time exceed five (5) years after the Initial Member's date of death.

ARTICLE XI
Member's Memorandum

1. The Initial Member may prepare one or more separate written lists (each, a "Member's Memorandum") setting forth a list of organizations and the corresponding share of the Corporation's assets that shall be distributed to each such organization upon the dissolution of the Corporation. To be effective, a Member's Memorandum must be (a) signed by the Initial Member, (b) delivered to the Corporation's Board of Director's, (c) make specific reference to this Article, and (d) be executed in accordance with requirements for an effective Will under Florida law. If there is a conflict, the most recent Member's Memorandum shall control. The Corporation's Board of Directors will not be bound by any Member's Memorandum produced or discovered more than three months after the Initial Member's date of death.

2. If an organization listed in the Member's Memorandum is not a library, charitable, religious, scientific, literary or educational organization that would then qualify under the provisions of Section 501 (c)(3) of the Code (a "Qualifying Organization"), the distribution intended for such non-qualifying organization shall not be made and shall instead be distributed to the Salvation Army; provided, however, that if the Salvation Army is not then a Qualifying Organization, such distribution shall be divided proportionately among such of the other organizations listed in the Member's Memorandum that are Qualifying Organizations as of the date of distribution.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation for this not-for-profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on January 20, 2004.


JOHN W. THATCHER,
Sole Member and
Chairman of the Board
of Directors