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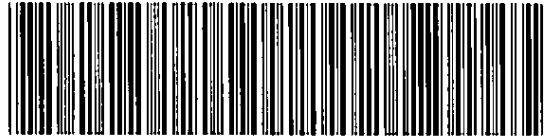
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# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 2/27/2019

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Name:	SAMIR M. SHAFIE CHARITABLE FOUNDATION
Document #:	
Order #:	11457660

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

Amount: \$ 350.00

Thank you!

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** SAMIR M. SHAFIE CHARITABLE FOUNDATION

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

**FEES:**

Declaration of Trust	\$350.00
----------------------	----------

**OPTIONAL:**

Certified Copy	\$ 8.75
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**FROM:** JOHN A. MORAN, ESQ.

Name (Printed or typed)

22 S. LINKS AVENUE, SUITE 300

Address

SARASOTA, FL 34236

City, State & Zip

941-366-0115

Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

SAMIR M. SHAFIE CHARITABLE FOUNDATION

A FLORIDA TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of SAMIR M. SHAFIE CHARITABLE FOUNDATION, a

(Name of Trust)

FLORIDA

Trust hereby affirms in order to file or qualify

(State)

SAMIR M. SHAFIE CHARITABLE FOUNDATION, in the State of Florida.

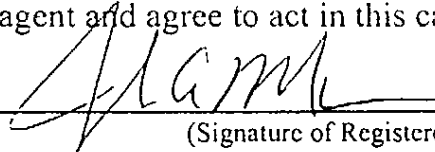
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is C/O FIFTH THIRD PRIVATE BANK, 50 CENTRAL  
AVE., 8TH FLOOR, SARASOTA, FL 34236

3. The registered agent and street address in the State of Florida is:  
JOHN A. MORAN, ESQ., 22 S. LINKS AVENUE, SUITE 300

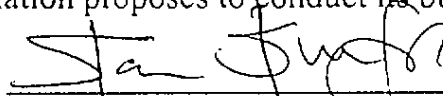
SARASOTA, FL 34236

4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.



(Signature of Registered Agent) John A. Moran

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.



Name: SAMIR M. SHAFIE  
Chairman of the Board of Trustees

NOTARY(attached)

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

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TALLAHASSEE, FLORIDA

**NOTARY BLOCK**  
**TO AFFIDAVIT TO THE FLORIDA**  
**SECRETARY OF STATE TO FILE OR QUALIFY**

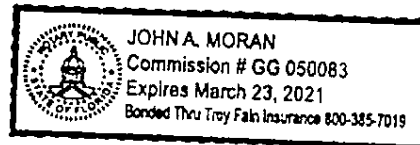
**SAMIR M. SHAFIE CHARITABLE FOUNDATION**

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was executed and acknowledged before me on the 26th  
day of Feb, 2019 by SAMIR M. SHAFIE.

Personally known ✓  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

\_\_\_\_\_  
Notary Public  
Print Name:  
My Commission Expires:



EJB\2302-4\Notary Block to Affidavit for State

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## DECLARATION OF TRUST

### Section I

#### Name

The trust shall be designated as the "SAMIR M. SHAFIE CHARITABLE FOUNDATION" (hereinafter referred to as the "Foundation").

### Section II

#### Charitable Purpose

A. It is intended that this Foundation, and any amendments or reformatons thereto, shall be construed and administered so as to qualify the Foundation as a charitable organization described in Section 501(c)(3) of the Internal Revenue Code which is exempt from income taxation under Section 501(a) of such Code. To that end, notwithstanding any other provision of this Declaration of Trust, the purpose of this Foundation is and shall always be "charitable" within the meaning of Section 501(c)(3) of the Internal Revenue Code. Nothing contained herein shall be construed as authorizing the Trustee to administer this Foundation or to engage in any activities which are not in furtherance of such charitable purposes.

B. It is intended that this Foundation shall be exempt from federal and state income taxation and that a contribution to the Foundation be deductible for federal and state income, estate, inheritance and gift tax purposes to the extent allowed by the Internal Revenue Code and other applicable legislation and regulations, and any provision of this instrument which is inconsistent with this intention shall not be in effect.

I HEREBY CERTIFY THIS IS A TRUE AND EXACT COPY  
OF THE ORIGINAL DOCUMENTS

By: *Spalsbury Banker, Esq.*  
DUNLAP & MORAN, P.A.

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**Section III**  
**Charitable Distribution**

A. The principal and income of all property received and accepted by the Trustee to be administered under this Declaration of Trust shall be held, in trust, by the Trustee, and the Trustee may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph B of this Section III, in such amounts and for such charitable purposes as the Distribution Committee, hereinafter established, shall from time to time select and determine, and, additionally, the Trustee may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph C of this Section III, in such amounts as the Distribution Committee shall from time to time select and determine without making use of any other charitable organization.

Notwithstanding the foregoing, nothing stated herein prevents the Foundation from using an intermediary charity or donor-advised fund, with the consent of the Distribution Committee.

B. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on

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propaganda, or otherwise attempting, to influence legislation, and which organization or organizations shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. It is intended and required that all organizations described in this paragraph shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. In this Declaration of Trust and in any amendment to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. In making distributions to charitable organizations and for charitable purposes hereunder, it is hoped and desired, but not required, that so long as the hereinafter described recipients or institutions constitute "charitable purposes" or "charitable organizations" as hereinbefore defined, the Distribution Committee consider making distributions to the following recipients and for the following purposes:

1. Any charitable organization to which I have made significant contribution during my lifetime;
2. Any charitable organization to which the Foundation made significant contributions during my lifetime; and



3. The last pre-approved list of charities, which I may provide to the Distribution Committee, before my demise (as signed by me).

In no event, however, shall distributions be made to an organization or for a purpose that does not constitute a "charitable organization" or a "charitable purpose" as defined in this Declaration of Trust. Additionally, in no event shall an organization or any person coming within a charitable class designated above be deemed to have any beneficial interest in this Foundation by reason of such designation and, instead, only entities or persons selected by the Distribution Committee shall be entitled to receive distributions hereunder.

#### Section IV

##### Distribution Committee

A. All distributions of income (and principal, if necessary) to charitable organizations and for charitable purposes hereunder shall be made to charitable recipients selected by a committee, known as the "Distribution Committee". The original members of such Distribution Committee shall be:

1. Dr. Samir M. Shafie, Chairman
2. Marina Sergeevna Onesti
3. John A. Moran, Esq.

B. All decisions of the Distribution Committee shall be by majority vote of the then serving members. In the event of a deadlock vote, the decision of the Chairman shall be controlling. A member may, by appropriate written instrument, delegate all or any part of his or

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her powers to another member for such periods and subject to such conditions as such delegating member may determine.

C. Whenever a member of the Distribution Committee is unable or unwilling to serve as a member of the Distribution Committee for any reason whatsoever, Dr. Samir M. Shafie may appoint a successor, including the Trustee. If Dr. Samir M. Shafie is unwilling or unable to exercise this authority, then Marina Sergeyevna Onesti may appoint a successor. Any such successor shall become a member of the Distribution Committee upon signifying his or her willingness to serve in writing to the Trustee. The Distribution Committee shall consist of not less than three (3) members during Dr. Samir M. Shafie's lifetime. At any point, if the Distribution Committee shall no longer consist of members that are not the Trustee, the Trustee, the Trustee shall assume the responsibilities of the Distribution Committee in its entirety.

Notwithstanding anything stated herein to the contrary, if Dr. Samir M. Shafie shall be unwilling or unable to continue to serve, then Marina Sergeyevna Onesti shall serve as alternate Chairman. If **both** Dr. Samir M. Shafie and Marina Sergeyevna Onesti shall be unwilling or unable to serve or continue to serve as Chairman, then the Distribution Committee shall annually select from among the then serving Distribution Committee Members one (1) person to serve as Chairperson for a term of one (1) year.

D. The Distribution Committee is empowered to employ a Foundation Manager, clerks, accountants, grant examiners, legal counsel and other advisors or assistants to aid in the performance of its duties and to have the Foundation pay the reasonable compensation and expenses of such individuals or organizations for such services. During the lifetime of Dr. Samir

M. Shafie, the members of the Distribution Committee shall serve without compensation but shall be entitled to reimbursement for their reasonable expenditures incurred in the performance of their duties hereunder. Following the death of Dr. Samir M. Shafie, the members of the Distribution Committee shall be entitled to reasonable compensation.

E. The Distribution Committee shall meet at least annually, or more frequently as they shall determine.

Every meeting of the Distribution Committee shall be held at such place, at such time and on such date as is reasonably designed to permit all members to either (1) attend the meeting in person or (2) participate by conference, telephone, or similar communications including internet equipment, by which all members can hear each other.

## **Section V**

### **Prohibited Activities**

No part of the net earnings of this Foundation shall inure to or be payable to, or for the benefit of, any private shareholder or individual, and no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of the Foundation shall be the participation in, or intervention in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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## Section VI

### Status as a Private Foundation

Despite any other provision of this Declaration of Trust to the contrary and so long as the Foundation created hereunder is classified as a private foundation under the Internal Revenue Code, in the management, investment and distribution of the Foundation, the Trustee (and to the extent applicable, the Distribution Committee) shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (ii) retain any excess business holdings as defined in Section 4943(c) of such Code which would be subject to tax under such Section 4943, (iii) acquire or retain any investments which would subject the Foundation to tax under Section 4944 of the Internal Revenue Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of such Code, and to the extent required, the Trustee and the Distribution Committee shall distribute the trust assets at such time or times and in such manner as not to subject the Foundation to tax under Section 4942 of such Code.

## Section VII

### Trustee Powers

A. Subject to the provisions of Section VI, the Trustee shall have the following powers with respect to the Foundation established under this Declaration of Trust, exercisable in the discretion of the Trustee:

1. To invest and reinvest the principal and income of the Foundation in such property, real, personal, or mixed, and in such manner as the Trustee shall deem proper, and

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from time to time to change investments as the Trustee shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper. No principal or income, however, shall be loaned, directly or indirectly, to any Trustee, a member of the Distribution Committee, a disqualified person as defined in Section 4946 of the Internal Revenue Code or to anyone else, corporate or otherwise, who has at any time made a contribution to this Foundation. Furthermore, no such loan shall be made to any other person except on the basis of an adequate interest charge and with adequate security.

2. To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust assets, as the Trustee considers advisable, whether or not such leases or contracts may extend beyond the duration of the Foundation.

3. To borrow money for such periods, at such rates of interest, and upon such terms as the Trustee considers advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this Foundation.

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4. To execute and deliver deeds assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which the Trustee may engage.

5. To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

6. To transfer or record stock certificates or other securities in the name of the Trustee or the Trustee's nominee.

B. The powers granted in this Section shall be in addition to those granted by law and may be exercised even after termination of the Foundation hereunder until actual distribution of all trust principal; provided, however, the Trustee shall have no power inconsistent with the Foundation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, nor any power in violation of Section VI of this Declaration of Trust, if applicable.

C. The Trustee's powers hereunder are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Foundation and not otherwise.

D. No Trustee hereunder shall ever be required to give bond or security as Trustee.

E. This Declaration of Trust and all dispositions hereunder shall be governed by and interpreted in accordance with the internal laws of the State of Florida the Foundation created hereunder shall have its situs in such State.

F. A corporate Trustee shall be entitled to charge reasonable Trustee's fees, including but not limited to, Trustee's fees as set forth on its standard fee schedule in effect at the time of the assessment of the fees.

G. If a particular charitable purpose becomes unlawful, impractical, impossible to achieve, or wasteful, the Trustee may apply the doctrine of cy pres to modify or terminate the Trust by directing that the Trust property be applied or distributed, in whole or in part, in a manner consistent with the Grantor's charitable purposes.

#### Section VIII

##### Original and Successor Trustees

A. The original Trustee of this Foundation shall be **FIFTH THIRD BANK**, an Ohio Banking Corporation.

B. Any corporate Trustee designated to act hereunder shall include its successor or successors, whether through sale or transfer of its business or its trust department, by conversion, consolidation, merger or any other business reorganization.

C. The Distribution Committee shall have the power to remove the corporate trustee and to appoint a successor trustee (corporate or individual), whenever in the judgment of said

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committee, the investment performance of the corporate trustee has been inadequate to satisfy the requirements of the Foundation.

D. Any successor Trustee shall have all of the title, powers and discretion granted to the original Trustee.

## Section IX

### Termination

The Foundation shall continue forever unless the Trustee terminates it with the consent of the Distribution Committee. On such termination, the Trustee is instructed to form and organize a nonprofit corporation limited to the uses and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws of the State of Florida, provided, however, the Trustee shall provide for the establishment of a Distribution Committee which shall have, with respect to the corporation, the rights, powers and responsibilities described herein and shall have the same membership restrictions. In such case, the Initial Distribution Committee (including its Chairman), as well as the Foundation Manager shall be the same appointees serving the Foundation, prior to its termination.

Such corporation when organized shall have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this Foundation. Upon the creation and organization of such corporation, the Trustee is authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this Foundation may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as

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the Trustee shall determine, consistent with the provisions of this Declaration of Trust (including the requirement with respect to the establishment of a Distribution Committee and the Foundation Manager).

## **Section X**

### **Receipt of Property**

The Trustee may receive and accept property, real or personal, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; provided, however that no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal for other than the charitable purposes of this Foundation, or as shall in the opinion of the Trustee jeopardize the federal income tax exemption of the Foundation pursuant to Sections 501(c)(3) and 501(a) of the Internal Revenue Code.

## **Section XI**

### **Miscellaneous Provisions**

A. As used in this Declaration of Trust, the term "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future federal tax code or subsequent law.

B. Notwithstanding any other provision of this Declaration of Trust to the contrary, the Trustee shall not have and may not exercise any power given either expressly, by

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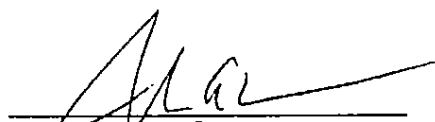
interpretation, or by operation of law, nor shall the Trustee engage, directly or indirectly, in any activity, that would prevent the Foundation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible for federal income, gift, and estate tax purposes under the United States internal revenue laws.

C. This Declaration of Trust may be amended at any time or times by (1) written instrument or instruments signed and sealed by the Grantor and the Trustee, or (2) by the Trustee; provided that such amendment by the Trustee does not increase the Trustee's amending power. In no event shall any amendment authorize the Trustee to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Declaration of Trust held by the Trustee.

IN WITNESS WHEREOF, this Declaration of Trust has been executed by the Grantor herein on this 19<sup>th</sup> day of January, 2019.

WITNESSES:

  
Print name: Sarah H. Campbell

  
Print name: John A. Moran

  
SAMIR M. SHAFIE

"GRANTOR"

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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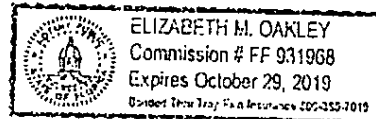
STATE OF Florida  
COUNTY OF Sarasota

Acknowledged and subscribed before me by the Grantor, **SAMIR M. SHAFIE**, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and sworn to and subscribed before me by the witnesses, Sarah H. Campbell, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and John A. Moran, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and subscribed by me in the presence of the Grantors and the subscribing witnesses, all on the 18<sup>th</sup> day of January, 2019.



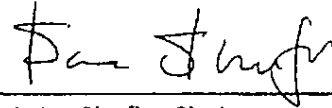
Notary Public Elizabeth M. Oakley

Printed Name/My Commission Expires: 10.29.19




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IN WITNESS WHEREOF, this Declaration of Trust has been executed by the Distribution Committee as follows:



Dr. Samir M. Shafie, Chairman

Date: 1-18-19



Marina Sergeyevna Onesti

Date: 1-18-19



John A. Moran, Esq.

Date: 1-18-19

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ACCEPTANCE BY TRUSTEE

The undersigned hereby accepts the trust imposed by the foregoing Declaration of Trust and agrees to serve as Trustee upon the terms and conditions therein set forth.

WITNESSES:

FIFTH THIRD BANK, an Ohio Banking Corporation

April V. Smith  
Print name: April V. Smith

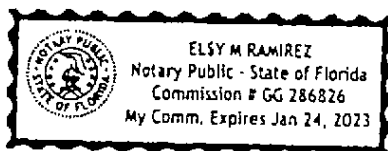
Stadjana Andric  
Print name: Stadjana Andric

By: Mark A. Tuttle Jr.  
Print name: Mark A. Tuttle Jr.  
As its: AVP, Trust Officer

STATE OF Florida  
COUNTY OF Sarasota

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TREASURY, FLORIDA

Acknowledged and subscribed before me by the Mark A. Tuttle Jr. as AVP Trust Officer of FIFTH THIRD BANK, an Ohio Banking Corporation ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and sworn to and subscribed before me by the witnesses, April V. Smith, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and Stadjana Andric, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification; and subscribed by me in the presence of the Trustee and the subscribing witnesses, all on the 29<sup>th</sup> day of January, 2019.



Elsy M. Ramirez  
Notary Public  
Printed Name/My Commission Expires:

**RESIGNATION OF DISTRIBUTION COMMITTEE MEMBER AND  
APPOINTMENT OF SUCCESSOR DISTRIBUTION COMMITTEE MEMBER**

WHEREAS, Dr. Samir M. Shafie, as Grantor, created the SAMIR M. SHAFIE CHARITABLE FOUNDATION, dated the 18<sup>th</sup> day of January, 2019 (hereinafter, "the Foundation"); and

WHEREAS, under Paragraph C of Section IV, the Declaration of Trust establishing the Foundation (hereinafter, "the Declaration") allows for any Member of the Distribution Committee to cease serving as such Member for any reason whatsoever; and

WHEREAS, said John A. Moran desires to resign as such Member of the Distribution Committee; and

WHEREAS, under Paragraph C of IV, the Declaration provides that Dr. Samir M. Shafie may appoint a successor to the resigning Distribution Committee Member; and

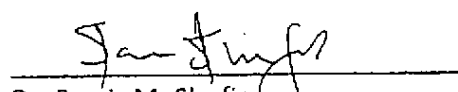
WHEREAS, Dr. Samir M. Shafie desires to appoint Zeina S. Shafie as the Successor Distribution Committee Member;

NOW, THEREFORE, the undersigned, John A. Moran, hereby resigns as Distribution Committee Member; Dr Samir M. Shafie hereby appoints Zeina S. Shafie as Successor Distribution Committee Member; and Zeina S. Shafie accepts the appointment as Successor Distribution Committee Member and agrees to serve as such Successor Distribution Committee Member upon the terms and conditions therein set forth.

DATED this 22<sup>nd</sup> day of JANUARY, 2019.

  
\_\_\_\_\_  
John A. Moran

"Resigning Distribution Committee  
Member"

  
\_\_\_\_\_  
Dr. Samir M. Shafie


"Chairman of the Distribution Committee"

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ACCEPTANCE OF SUCCESSOR DISTRIBUTION COMMITTEE MEMBER

The undersigned hereby accepts the Trust imposed by the SAMIR M. SHAFIE CHARITABLE FOUNDATION, dated the 18th day of January, 2019, and agrees to serve as Successor Distribution Committee Member upon the terms and conditions therein set forth.

DATED this 22nd day of January, 2019.

  
Zeina S. Shafie

"SUCCESSOR DISTRIBUTION COMMITTEE  
MEMBER "

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