

Division of Corporations

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Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE SONTAG FOUNDATION, INC.**

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**SECOND AMENDMENT AND RESTATEMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**THE SONTAG FOUNDATION, INC.**  
**Document Number: N00000001996**

Pursuant to the provisions of Section 617.1006, Florida Statutes, The Sontag Foundation, Inc., a Florida not for profit corporation (the "*Corporation*"), adopts the following **Second Amended and Restated Articles of Incorporation** to amend and restate its Articles of Incorporation.

**FIRST:** The Second Amended and Restated Articles of Incorporation of the Corporation (the "*Second Amended and Restated Articles*") are set forth in **EXHIBIT A**.

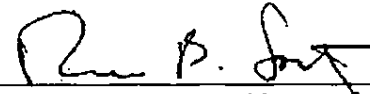
**SECOND:** The Second Amended and Restated Articles were adopted as of January 28, 2019;

**THIRD:** The Amended and Restated Articles were adopted by consent of the majority of the Board of Directors of the Corporation.

Signed this 28 day of January, 2019.

THE SONTAG FOUNDATION, INC.,  
a Florida not for profit corporation

By:



Frederick B. Sontag, President

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
THE SONTAG FOUNDATION, INC.  
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I  
NAME**

The name of this corporation is The Sontag Foundation, Inc. (the "*Corporation*").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 816 A1A North, Suite 201, Ponte Vedra Beach, Florida 32082.

**ARTICLE III  
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law. More specifically, the Corporation intends to make grants to other organizations exempt under Section 501(c)(3) of the Code and to make grants (exclusively for public purposes) to governmental units described in Section 170(c)(1) of the Code.

**ARTICLE IV  
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

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(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 III of these Articles of Incorporation; and

(c) 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 any candidate for public office.

#### **ARTICLE V MEMBERS**

The Corporation shall not have Members.

#### **ARTICLE VI BOARD OF DIRECTORS**

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have eleven (11) directors as of the filing of these Second Amended and Restated Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3) or more than eleven (11). In addition, the number of directors must always be an odd number.

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the current members of the Board of Directors, who shall serve until the election or appointment of their successors, are as follows:

NAME	ADDRESS
Frederick B. Sontag	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Frederick T. Sontag	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Cindy Hudgins	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Jeff Hudgins	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082

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Daniel M. Ryan	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Brad Mottier	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Grant Conway	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Jennifer Levinson	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Jeffrey E. Bernardo	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Carolyn Mathis	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082
Ben W. Chatraw	816 A1A North, Suite 201 Ponte Vedra Beach, Florida 32082

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 816 A1A North, Suite 201, Ponte Vedra Beach, Florida 32082; the name of the registered agent of the Corporation at that address is Frederick B. Sontag.

**ARTICLE VIII**  
**DURATION**

The Corporation shall exist perpetually unless dissolved according to the provisions of the Amended and Restated Bylaws, or the laws of the State of Florida.

**ARTICLE IX**  
**BYLAWS**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

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(b) Upon proper notice, the Bylaws may be amended, altered or rescind in the manner provided in the Bylaws, subject to the restrictions contained therein on the amendment or repeal of certain provisions.

#### ARTICLE X AMENDMENTS

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the Board of Directors, except that Article IX, paragraph (b) may not be amended, altered, changed or repealed. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

#### ARTICLE XI CORPORATE LIQUIDATION AND DISSOLUTION

The Corporation shall be dissolved as set forth in the Bylaws of the Corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that are selected by the Board of Directors and have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

#### ARTICLE XII LIMITATIONS ON CORPORATE POWER

Should the Corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

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(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

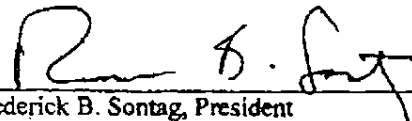
(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of January, 2019.

  
Frederick B. Sontag, President

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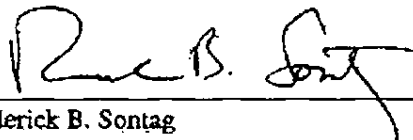
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with the Act:

That The Sontag Foundation, Inc., has named Frederick B. Sontag, located at 816 A1A North, Suite 201, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT BY REGISTERED AGENT:**

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.



Date: January 28, 2019

Frederick B. Sontag

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