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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

RAYMOND R. AND MARTHA G. WERNIG FOUNDATION, INC.

Certificate of Status	1
Certified Copy	1
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Attended & Testated

Articles  
9/1/00

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**RAYMOND R. AND MARTHA G. WERNIG FOUNDATION, INC.  
a Florida not for profit corporation**

**FILED**  
00 AUG 31 PM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For the purpose of operating a not for profit corporation under the Florida Not For Profit Corporation Act, the Articles of Incorporation of the above-stated entity were filed with the Secretary of State of Florida on June 15, 2000, document number N00000003902. Pursuant to Section 617.1007 of the Florida Statutes, the following Amended and Restated Articles of Incorporation are hereby adopted:

**ARTICLE I**

**CORPORATE NAME**

The name of the not for profit corporation is Raymond R. and Martha G. Wernig Foundation, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 4000 Gulf Shore Boulevard North, Villa 2900, Naples, Florida 34103.

**ARTICLE III**

**PURPOSE**

The Corporation is a not for profit corporation. The purpose for which the Corporation is organized is to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV**

##### **MANNER OF ELECTION OF DIRECTORS**

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors. The number of directors of the Corporation shall be at least three (3), the initial directors of which are as follows: Raymond R. Wernig, 4000 Gulf Shore Boulevard North, Villa 2900, Naples, Florida 34103, Martha G. Wernig, 4000 Gulf Shore Boulevard North, Villa 2900, Naples, Florida 34103, and R. Mark Wernig, 730 Ridgecrest Road, Akron, Ohio 44303. The number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with bylaws adopted by the directors, but shall never be less than three (3) directors. The initial directors shall hold office until the first annual meeting of the corporation or until successors are elected or qualified. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

#### **ARTICLE V**

##### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered agent of the Corporation shall be Michael W. McArdle, Esq., Roetzel & Andress, 850 Park Shore Drive, Naples, Florida 34103.

#### **ARTICLE VI**

##### **INDEMNIFICATION**

The Corporation shall indemnify any officer, director and/or member, or any former officer, director and/or member, to the full extent of the law.

#### **ARTICLE VII**

##### **DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private individual, except 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 hereof. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VIII

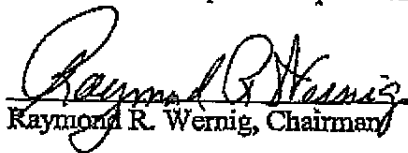
### DISTRIBUTION OF ASSETS

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of this Corporation has executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of August, 2000.


**RAYMOND R. AND MARTHA G.  
WERNIG FOUNDATION, INC.**  
a Florida not for profit corporation

  
\_\_\_\_\_  
Raymond R. Wernig, Chairman

STATE OF OHIO        }  
                                  }  
COUNTY OF SUMMIT }

BEFORE ME, the undersigned authority, personally appeared Raymond R. Wernig, Chairman of the Board of Directors of Raymond R. and Martha G. Wernig Foundation Inc., and he acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. Raymond R. Wernig is  personally known to me or ( ) presented his driver's license as identification.

WITNESS my hand and seal this 28<sup>th</sup> day of August 2000.

  
\_\_\_\_\_  
Notary Public  
LAURA SMITH, Notary Public  
My Commission Expires \_\_\_\_\_  
State Wide Jurisdiction, Ohio  
My Commission Expires Nov. 20, 2001

**CERTIFICATE OF RESTATEMENT OF  
ARTICLES OF INCORPORATION**

**OF**

**RAYMOND R. AND MARTHA G. WERNIG FOUNDATION, INC.**  
**a Florida not for profit corporation**

Pursuant to the provisions of 617.1001-1007, Florida Statutes, Raymond R. and Martha G. Wernig Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, under certificate number N00000003902 filed in the office of the Secretary of State on June 15, 2000, hereby amends and restates its Articles of Incorporation as follows:

**FIRST:** Attached hereto as Exhibit "A" is a copy of the Amended and Restated Articles of Incorporation of Raymond R. and Martha G. Wernig Foundation, Inc.

**SECOND:** The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation which require approval by the board of directors of the Corporation.

**THIRD:** The Amended and Restated Articles of Incorporation were adopted and approved by unanimous vote of the board of directors of the Corporation on August 28<sup>th</sup> 2000. There are no members or members entitled to vote on the Amended and Restated Articles of Incorporation.

**FOURTH:** The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This Certificate of Restatement executed this 8<sup>th</sup> day of August, 2000.

**RAYMOND R. AND MARTHA G. WERNIG  
FOUNDATION, INC.**

a Florida not for profit corporation

*Raymond R. Wernig*  
Raymond R. Wernig, Chairman

STATE OF OHIO        )  
                                  )  
COUNTY OF SUMMIT )

BEFORE ME, the undersigned authority, personally appeared Raymond R. Wernig, Chairman of the Board of Directors of Raymond R. and Martha G. Wernig Foundation, Inc., and he acknowledged that he executed the foregoing Certificate of Restatement for the uses and purposes therein expressed. Raymond R. Wernig is () personally known to me or ( ) presented his driver's license as identification.

WITNESS my hand and seal this 8<sup>th</sup> day of August, 2000.

*Laura O. Smith*

Notary Public

My Commission expires \_\_\_\_\_

Laura O. Smith, Notary Public

Residence - Summit County

State Wide Jurisdiction, Ohio

My Commission Expires Nov. 20, 2001

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**RAYMOND R. AND MARTHA G. WERNIG FOUNDATION, INC.**  
**a Florida not for profit corporation**

Audit #H00000046053 5



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

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a Florida not for profit corporation**

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The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private individual, except 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 hereof. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VIII**

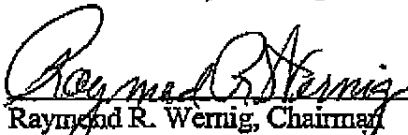
**DISTRIBUTION OF ASSETS**

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of this Corporation has executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of August, 2000.


RAYMOND R. AND MARTHA G.  
WERNIG FOUNDATION, INC.  
a Florida not for profit corporation

  
Raymond R. Wernig, Chairman

STATE OF OHIO        }  
                                  }  
COUNTY OF SUMMIT }

BEFORE ME, the undersigned authority, personally appeared Raymond R. Wernig, Chairman of the Board of Directors of Raymond R. and Martha G. Wernig Foundation Inc., and he acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. Raymond R. Wernig is (✓) personally known to me or ( ) presented his driver's license as identification.

WITNESS my hand and seal this 28<sup>th</sup> day of August 2000.

  
Notary Public  
My Commission Expires Public  
Residence - Summit County  
State Wide Jurisdiction, Ohio  
My Commission Expires Nov. 20, 2001