

TRANSMITTAL LETTER

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

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SUBJECT: THE JIMMY SCHNEEBERGER MEMORIAL FOUNDATION
 (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
 Filing Fee

☐ \$78.75
 Filing Fee &
 Certificate of
 Status

☐ \$78.75
 Filing Fee
 & Certified Copy

☒ \$87.50
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: TIM SCHNEEBERGER
 Name (Printed or typed)

3244 CITRON DR.
 Address

NAPLES, FL. 34120
 City, State & Zip

941-352-2454
 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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 00 DEC 19 AM 10:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

g/8/26

Articles of Incorporation
of
The Jimmy Schneeberger Memorial Foundation, Inc.

A Corporation Not for Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

The Jimmy Schneeberger Memorial Foundation, Inc. (the "Corporation") and its principal address and registered agent address is 3244 Citron Drive, Naples, FL 34120.

II.

The purpose of the Corporation is a commitment to receive and distribute contributions to children's charities in honor and memory of Jimmy Schneeberger.

III.

The Corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing which charities will benefit from the Corporation's fundraising efforts.

2. Enforce the provisions of these Articles of Incorporation and the Bylaws, and all rules and regulations governing the charitable foundation in dispersing the funds, which may from time to time be established by the Board of Directors.

IV.

The Executive Director shall be Jim Schneeberger. The Executive Director shall be assisted by the Board of Directors, who shall make recommendations as to decisions before the Corporation. Jim Schneeberger shall be given the right to appoint his successor should he be unable to continue to serve the Corporation. The Executive Director shall be given to choose and appoint members of the Board of Directors.

V.

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The principal office of the Corporation shall be located in Florida, but the Corporation may maintain offices and transact business in such places, within or without of the State of Florida, as may from time to time be designated by the Board of Directors.

VI.

The Corporation shall have perpetual existence.

VII.

The affairs of the Corporation shall be managed by the Executive Director as approved in article IV herein, assisted by the Board of Directors. The Executive Director shall have charge of all donated property, real and otherwise and shall be entrusted with such responsibility as civil law assigns to this office. The Board of Directors shall make decisions for recommendation to the Executive Director by majority vote of the Board. The Executive Director shall make the final decision, based upon the recommendation of the Board. Though preferable, the Executive Director is not required to follow the Board of Director's recommendation. The Executive Director's decision shall be final.

VIII.

The number of members of the first Board of Directors shall be five (5). The number of succeeding Board of Directors shall be not less than five (5), or as otherwise provided for from time to time by the Bylaws.

IX.

The names and residence addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office until a duly noticed meeting of the Corporation is held for the purpose of electing a Board of Directors in the year following the year this corporation is formed and thereafter until their successors are selected and have qualified, are as follows:

Jim Schneeberger
3244 Citron Drive
Naples, FL 34120

Amy Federico
784 Wiggins Bay Drive
Naples, FL 34110

Therese Maseo
3140 Valencia Drive
Naples, FL 34120

Colleen Witzke
5320 12th Ave., S.W.
Naples, FL 34116

Ivy O'Malley
3291 Lemon Lane
Naples, FL 34120

X.

The incorporator to these Articles of Incorporation and his representative residence address is set forth below:

JIM SCHNEEBERGER
3244 Citron Drive
Naples, FL 34120
XI.

After approval of these Articles of Incorporation by the Secretary of State of Florida, the Board of Directors shall be and constitute a committee to draw and submit, at a regular meeting, a set of Bylaws for adoption and approval by the Executive Director. Approval of the Executive Director present at such meeting shall be required to confirm and ratify such Bylaws. Any further amendment, recision, or revision of the Bylaws of the Corporation or the Articles of Incorporation of the corporation shall be accomplished by recommendation of a majority of the Board and conditioned upon the approval of the Executive Director.

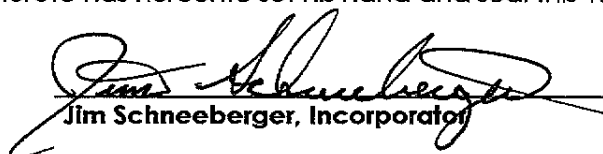
XII.

Every Director, including the Executive Director, of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director of the Corporation, whether or not he is a Director at the time such expenses are incurred, except in such cases wherein the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

XIII.

Upon dissolution of this corporation and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged and all the remaining assets, property and income owned or held by the Corporation, but not owned or held upon a condition requiring return transfer or conveyance by reason of the dissolution, shall be expended for or applied to the purposes of the Corporation, or one or more of such purposes, exclusively, by transferring and conveying such assets, property and income to The Jimmy Schneeberger Memorial Scholarship Fund, a not for profit corporation, or it assigns or successors. No party of the net earnings shall inure to the benefit of any private member or individuals.

IN WITNESS THEREOF, the incorporator hereto has hereunto set his hand and seal this 13th day of October, 2000.


Jim Schneeberger, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this day of October, 2000 by, Jim Schneeberger, on behalf of **The Jimmy Schneeberger Memorial Foundation**, a non profit Florida corporation. He is not personally known to me or produced his drivers license ^{ENC} and did not take an oath.

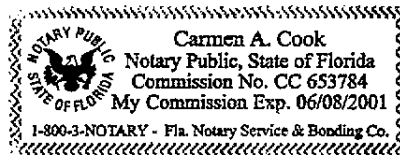
Carmen A. Cook

Notary Public

Carmen A. Cook

Printed Name

My commission expires: *6-08-2001*




**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes section 617.0501, and 607.0501, the following is submitted:

The Jimmy Schneeberger Memorial Foundation, Inc., desiring to organize as a non profit corporation under the laws of the State of Florida, has designated 3244 Citron Drive, Naples, FL 34120, as its initial Registered Office, and has named **Jim Schneeberger**, located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.0501, and 607.0501 relative to keeping open said office.


Jim Schneeberger
Registered Agent

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