



The Jimmy Schneeberger Memorial Foundation

3244 Citron Drive © Naples, Florida 34120

Phone: (94)352-2454 © E-Mail: JimmyFest2001@cs.com



N00000008485

April 11, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Amendments to Articles of Incorporation
The Jimmy Schneeberger Memorial Foundation, Inc.

Dear Sirs:

Enclosed please find a copy of the amended Articles of Incorporation for the above referenced corporation, as well as a copy of the original articles filed with the Florida Department of State.

Please be so kind as to file the amended articles. Should you have any questions, I can be reached by calling (941) 352-2454. Our foundation return address and telephone are also listed above.

Yours truly,

James J. Schneeberger, Jr.

The Jimmy Schneeberger Memorial Foundation, Inc.

Amend
4-27-01
JWS

01 APR 19 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

The Jimmy Schneeberger Memorial Foundation, Inc.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article I

Article IV

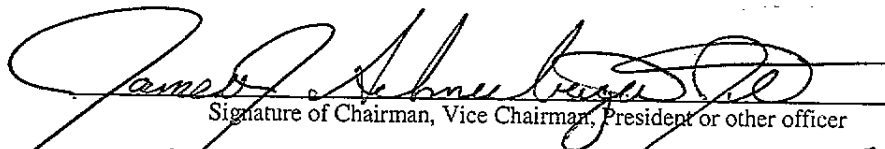
Article VII

SECOND: The date of adoption of the amendment(s) was: March 20, 2001

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

JAMES J. SCHNEEBERGER JR
Typed or printed name

EXECUTIVE DIRECTOR

Title

3-20-01

Date

FILED

01 APR 19 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. The organization is organized exclusively for charitable, religious, and/or scientific purposes under section 501(c) 3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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 Board of Directors, who shall make recommendations as to decisions before the Corporation, shall assist the Executive Director. The Board of Directors shall be given the right to appoint his successor should he be unable to continue to serve the Corporation. The Board shall also be able to appoint members to the Board as necessary.

V.

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, the Board of Directors may from time to time designate as.

VI.

The Corporation shall have perpetual existence.

VII.

The Executive Director as approved in article IV herein, assisted by the Board of Directors shall manage the affairs of the Corporation. The Executive Director and Board of Directors 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

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.

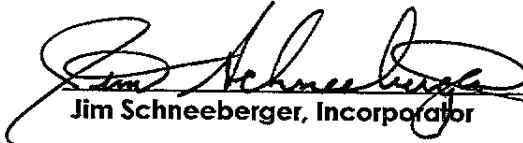
Every Director, including the Executive Director, of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become 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.

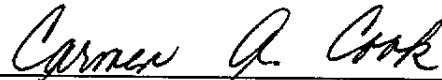
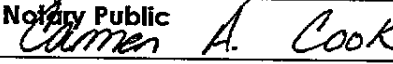
Upon dissolution of this corporation and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged and all the remaining assets, property and income owned or held by the Corporation, but not owned or held upon a condition requiring return 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**

Jim Schneeberger, on behalf of The Jimmy Schneeberger Memorial Foundation, a non-profit Florida corporation, acknowledged the foregoing instrument before me this day of October 2000. He is not personally known to me or produced his driver's license and did not take an oath.


Notary Public

Printed Name
My commission expires: 6-8-01

