

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROBERT S WENNETT AND MARIO CADER-FRECH
FOUNDATION, I

Certificate of Status	0
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Estimated Charge	\$35.00

Amended
Restated

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CORRECTED

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July 25, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations
ROBERT S WENNETT AND MARIO CADER-FRECH FOUNDATION, INC.
1111 LINCOLN ROAD
SUITE 760
MIAMI BEACH, FL 33139

SUBJECT: ROBERT S WENNETT AND MARIO CADER-FRECH FOUNDATION, INC.
REF: N08000004384

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The statement that there are members or no members entitled to vote must be included in part 2 referencing the adoption of the amendment.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H19000221092
Letter Number: 419A00015143

Corrected as requested.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROBERT S. WENNETT AND MARIO CADER-FRECH FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

Pursuant to the Florida Not For Profit Corporation Act, the **ROBERT S. WENNETT and MARIO CADER-FRECH FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the Corporation is the **ROBERT S. WENNETT and MARIO CADER-FRECH FOUNDATION, INC.**

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, as of the date of filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, and the Corporation having no members nor any members entitled to vote, the Amended and Restated Articles of Incorporation were adopted by Unanimous Written Consent of the Board of Directors of the Corporation dated July 19, 2019 to read as follows:

**ARTICLE 1
NAME**

The name of this corporation shall be the **ROBERT S. WENNETT and MARIO CADER-FRECH FOUNDATION, INC.**

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1111 Lincoln Road, Suite 760, Miami Beach, FL 33139.

**ARTICLE 3
PURPOSES**

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

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Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 4

POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation 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.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as that term is defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
 - (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.
 - (c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code.

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- (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code.
 - (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, which would give rise to any liability for tax imposed by Section 4945(a) of the Internal Revenue Code.
- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

ARTICLE 5 **MEMBERSHIP**

The Corporation shall not have members.

ARTICLE 6 **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1111 Lincoln Road, Suite 760, Miami Beach, FL 33139, and the name of the Corporation's registered agent at that address is Mario Cader-Frech.

ARTICLE 7 **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the members of the Board of Directors of the Corporation are as follows:

Robert S. Wennett
1111 Lincoln Road, Suite 760
Miami Beach, FL 33139

Mario Cader-Frech
1111 Lincoln Road, Suite 760
Miami Beach, FL 33139

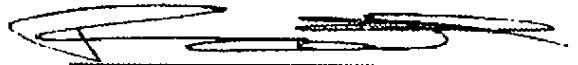
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Mary Jessica Woodrum
1111 Lincoln Road, Suite 760
Miami Beach, FL 33139

ARTICLE 8
DISSOLUTION

Upon 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 one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors in accordance with the Bylaws of the Corporation.

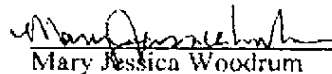
Signed on July 19, 2019.



Robert S. Wennett



Mario Cader-Frech



Mary Jessica Woodrum

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