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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ROMY AND GABY SCI FOUNDATION, INC.**

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Certified Copy	1
Page Count	06
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2020 FEB 27 PM 2:55

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROMY AND GABY SCI FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of ROMY AND GABY SCI FOUNDATION, INC., a not-for-profit corporation incorporated and existing under the laws of the State of Florida as filed on January 3, 2014 and assigned document number N14000000105, and confirms that there are no members or members entitled to vote on these Amended and Restated Articles of Incorporation and that the amendments were duly adopted by written consent of the board of directors on December 12, 2019.

These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

ARTICLE 1

Name

The name of the corporation is Romy and Gaby SCI Foundation, Inc. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 10500 University Center Dr., Suite 130, Tampa, Florida 33612.

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### ARTICLE 3

#### Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes as may qualify it as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code (collectively, the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

### ARTICLE 4

#### Board of Directors

The Corporation shall have a minimum of three (3) voting directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3) nor more than twenty (20), of which there shall be no more than thirteen (13) voting directors. The method of appointment of directors shall be stated in the bylaws of the Corporation, and such appointment shall occur no less frequently than every two (2) years. The process for removal of directors, the terms for which directors shall serve, and the rights and powers of directors shall be specified in the bylaws of the Corporation.

### ARTICLE 5

#### Powers

The Corporation shall have all the powers given to a not for profit corporation by Florida Statutes, to the extent consistent with these Amended and Restated Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, this organization shall not carry on any activities not permitted

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to be carried on by any organization exempt from Federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE 6

##### Registered Office and Agent

The registered office of the corporation shall be 10500 University Center Dr, Suite 130, Tampa, FL 33612. The registered agent at such address shall be Gabriela Rivero-Flores.

#### ARTICLE 7

##### Duration

The corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

#### ARTICLE 8

##### Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE 9

##### Bylaws

The Board of Directors shall adopt bylaws of this Corporation from time to time. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the corporation.

#### ARTICLE 10

##### Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the

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Corporation shall be authorized and employed to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. No substantial part of the activities of the Corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation, the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(a) and 170(c)(2) of the Code.

#### ARTICLE 11

##### Distribution of Assets Upon Dissolution and Liquidation

Upon dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c), 2055(a) and 2522(a) of the Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

#### ARTICLE 12

##### Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any jeopardizing investments, and from

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making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941, 4943, 4944, and 4945 of the Code. The Corporation shall make distributions at such time and in such a manner as to not subject itself to tax under Section 4942 of the Code.

ARTICLE 13

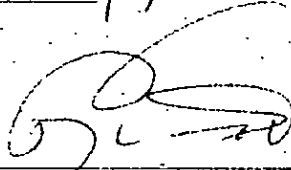
Amendment to Articles

These Amended and Restated Articles of Incorporation may be amended by the Board of Directors of the Corporation.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this is 06 day of February 2020.

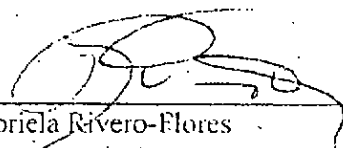
  
\_\_\_\_\_  
Gabriela Rivero-Flores,  
President**ACCEPTANCE OF REGISTERED AGENT**

That ROMY AND GABY SCI FOUNDATION, INC., a Florida not-for profit corporation incorporated under the laws of the State of Florida, with its registered agent's address at 10500 University Center Dr, Suite 130, Tampa, FL 33612 has named Gabriela Rivero-Flores as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 06 day of February 2020.

  
\_\_\_\_\_  
Gabriela Rivero-Flores

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