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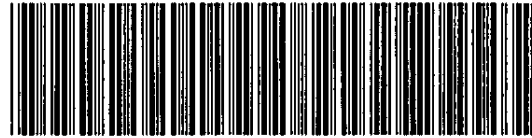
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CHAPIN, BALLERANO & CHESLACK

ATTORNEYS AND COUNSELORS AT LAW
FOUNDED 1970

CELEBRATING OVER 40 YEARS OF COMMITMENT TO CLIENTS, COUNSELING & COMMUNITY

TELEPHONE 561-272-1225
FACSIMILE 561-272-4442
E-MAIL: ksmyklo@chapin-law.com
www.chapin-law.com

Reply to: Delray Beach Office

DELRAY BEACH OFFICE
1201 GEORGE BUSH BOULEVARD
DELRAY BEACH, FLORIDA
33483-7203

BOCA RATON OFFICE
399 WEST PALMETTO PARK ROAD
SUITE 202
BOCA RATON, FLORIDA
33432-3760

JAMES A. BALLERANO, JR.
ROBERT D. CHAPIN
BRIAN G. CHESLACK
KIM R. GREENBERG
STANLEY B. GREENE
JAY L. KAUFFMAN
VIRGINIA R. KURTZ
JAY D. MUSSMAN
BRIAN E. THOMPSON

October 28, 2014

Division of Corporations
Attention: Maryann
P.O. Box 6327
Tallahassee, FL 32314

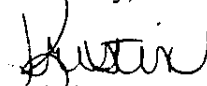
Re: Reincorporation of The Schick Foundation

Dear Maryann:

Pursuant to our discussion today, October 28, 2014, please find enclosed a fully-executed Application for Reinstatement and Reincorporation of Legislatively or Judicially Chartered Not For Profit Corporation and Certificate of Reincorporation for the above-referenced entity together with our Firm's check in the amount of \$1,417.50 representing the filing fee in the amount of \$70.00 and the annual fees due from 1993 to and including 2014 in the amount of \$1,347.50. Also, I confirmed that certification by the clerk of court at the time the charter was recorded is sufficient for reincorporation under the current statute.

Our client is looking forward to having the Foundation reincorporated by November 15, 2014. Please contact me at (561) 272-1225 should you have any questions or need additional information to process the application.

Sincerely,


Kristin M. Smyklo

:kms
Enclosures

COVER LETTER

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

SUBJECT: THE SCHICK FOUNDATION INC
PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX

Enclosed is an original and one (1) copy of Reinstatement/Reincorporation and a check for:

FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year

OPTIONAL:

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)
Certificate of Status \$8.75

KRISTIN M. SMYKLO

Name (Printed or typed)

1201 GEORGE BUSH BLVD

Address

DELRAY BEACH, FL 33483

City, State & Zip

(561) 272-1225

Daytime Telephone number

KSMYKLO@CHAPIN-LAW.COM

E-mail address: (to be used for future annual report notification)

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION


IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. THE SCHICK FOUNDATION
Name of corporation exactly as it appears in legislative or judicial charter.
2. 6 INDIAN SPRING ROAD ROWAYTON, CONNECTICUT 06853
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. DECEMBER 12, 1952
Date of legislative or judicial incorporation
4. FEI Number 0 6 - 6 0 3 2 4 2 7 ☐ FEI Number applied for
☐ FEI Number not required
5. Name, address and title of current officers and/or directors:
(use additional page if necessary)

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Title	Name	Street Address	City/State/Zip
P	MRS. CHERYL Y. ROLLAND	6 INDIAN SPRING ROAD ROWAYTON, CT	06853
VP	MRS. BARBARA SCHAEFER	6 INDIAN SPRING ROAD ROWAYTON, CT	06853
VP	MR. MICHAEL S. WYATT	6 INDIAN SPRING ROAD ROWAYTON, CT	06853
VP,T	MR. WILLIAM R. HANDELMAN	6 INDIAN SPRING ROAD ROWAYTON, CT	06853
S	MR. RUSSELL J. HANDELMAN	6 INDIAN SPRING ROAD ROWAYTON, CT	06853

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.


Authorized Signature

Brian G. Cheslack, attorney-in-fact for Cheryl Y. Rolland
Name and capacity of person signing application
(see S. 617.10201(6))

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:

THE SCHICK FOUNDATION INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

6 INDIAN SPRING ROAD ROWAYTON, CT 06853

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized:

SEE ATTACHED ARTICLE II

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

PURSUANT TO THE BYLAWS OF THE CORPORATION

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

CHAPIN, BALLERANO & CHESLACK, P.L.
1201 GEORGE BUSH BLVD
DELRAY BEACH, FL 33483

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is:

BRIAN G. CHESLACK
1201 GEORGE BUSH BLVD DELRAY BEACH, FL 33483

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

OCTOBER 28, 2014

Date



Signature/Incorporator

OCTOBER 28, 2014

Date

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TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT OF FLORIDA, IN AND
FOR DADE COUNTY, IN CHANCERY SITTING.

IN RE:

PETITION FOR APPROVAL OF CHARTER OF
THE SCHICK FOUNDATION
A CHARITABLE CORPORATION NOT FOR PROFIT

TO: THE HONORABLE JUDGES OF THE ABOVE TITLED COURT:

Your petitioners, whose names are subscribed to the proposed charter of THE SCHICK FOUNDATION, a corporation not for profit, attached hereto and made a part hereof, by their attorneys undersigned, respectfully petition this Court, pursuant to CHAPTER 617 of the Florida Statutes, to approve said charter and to authorize THE SCHICK FOUNDATION to operate as a non-profit charitable corporation.

MOREHEAD, FORREST, BEOWN & GOTTARDY

BY:

Chas. A. Morehead
CHAS. A. MOREHEAD, OF COUNSEL

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JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

- CHARTER OF
THE SCHICK FOUNDATION
A NON-PROFIT CORPORATION

ARTICLE I.

The name of this corporation shall be THE SCHICK FOUNDATION.

The places where the principal offices of this corporation shall be located will be 223 E. E. 2nd Avenue, Miami, Florida, and in care of Mrs. Kenneth C. Gifford, Wilton, Connecticut, and such other or substitute locations, within or without the State of Florida, as the Board of Directors of the corporation may from time to time designate and establish.

ARTICLE II.

The general nature of the objects and purposes of the corporation shall be as follows:

1. This corporation shall engage only in such activities as are permitted to corporations whose income is exempt from taxation under Section 101 of the Internal Revenue Code of the United States from time to time existing, and similar or substitute sections of said Code.
2. This corporation shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. No part of the earnings of this corporation shall inure to the benefit of any private share-holder or member, and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
3. This corporation shall have the power to establish, maintain and foster guilds, schools, colleges, associations and other organizations of any kind or type for the promotion of painting, drawing, sculpture, and other liberal or fine arts, and to

establish, maintain and foster libraries, hospitals, research organizations and institutions and associations or organizations of any other type or kind which are operated solely to promote the public welfare.

4. For the purpose of carrying out the foregoing objects and purposes of this corporation, and for no other purpose, this corporation shall have the power to purchase, sell, own, hold, care for, manage, convey, convert, assign, exchange, dispose of, lease, pledge, invest and reinvest, collect, deal with, mortgage, contract with respect to, allot, grant and exercise options with respect to, protect, release, repair, improve, use for, take possession of, and receive by gift, devise, bequest or otherwise, property of any kind or nature, real, personal or mixed, and the income and avails thereof, including charges in action, annuities and insurance on the life of any person, and; in general to do any act or thing, enter into and carry out any agreement and execute any writing that may be necessary to carry out the objects and purposes of this corporation hereinabove set out, and to exercise any and every right and power that a non-profit, charitable corporation, organized under Chapter 617 of the Florida Statutes could exercise and yet remain exempt from income taxation under the Internal Revenue Code of the United States, including the powers granted by Section 617.21 of said Chapter to act as trustee of property, whenever this corporation has a beneficial, contingent or remainder interest therein, and to hold the legal title to property, the beneficial interest of which is owned by any other eleemosynary institution or non-profit corporation, or fraternal, benevolent, charitable or religious society or association.

ARTICLE III.

The qualification of members of this corporation and the manner of their admission shall be as follows:

1. Members shall be adults of good moral character who are interested in philanthropy. Other qualifications may be prescribed in the by-laws of the corporation.
2. The original members of the corporation shall be those incorporators whose names are subscribed hereto. New members may be admitted

and old members may be dismissed, without cause, upon a vote of four-fifths of all of the members at any regular or special meeting of the members, called and held as the by-laws may direct. There shall never be less than three nor more than twenty-five members of the corporation.

ARTICLE IV.

This corporation shall have perpetual existence unless dissolved by operation of law or by action of its members.

This corporation may be dissolved at any time as provided by Florida Statutes 617.05 upon a vote of four-fifths of all of its members at any meeting called in such manner and after such notice as may be prescribed in the by-laws. Upon dissolution of this corporation no part of its assets shall inure to the benefit of any private individual or organization, but such assets shall inure only to such religious, charitable, scientific, literary, educational, philanthropic or governmental organizations as are exempt from Federal income taxes under the then existing Revenue Laws of the United States. Upon dissolution of this corporation, its members shall, by a majority vote select one or more of such organizations and take such steps as shall be necessary or advisable to convey all of the assets of this corporation to such organization or organizations.

ARTICLE V.

The names and residences of the subscribers hereto are as follows:

Florence Schick Gifford, Wilton, Connecticut.

Emmott C. Gifford, Wilton, Connecticut.

Virginia Schick Coyle, Darien, Connecticut.

Barbara Schick, 7 Gracie Square New York City.

Chas. A. Morehead, 5821 Pine Tree Drive, Miami Beach, Florida.

ARTICLE VI.

The directors and officers who are to manage the affairs of the corporation and the times at which they shall be elected or appointed are as follows:

1. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three nor more than fifteen members. The number of members of the Board shall be fixed in the by-laws. The Board of Directors shall be elected by a majority vote of the members at any regular or special meeting of the members. The time and manner of calling and holding regular and special meetings of the members and the Board of Directors shall be fixed in the by-laws.
2. The officers of the corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer. One person may hold two of such offices. The duties of such officers, the manner and time of their election and their qualifications and tenure shall be fixed in the by-laws.

ARTICLE VII.

The names of the directors and officers who shall manage all of the affairs of the corporation until the first election of such directors and officers shall be:

Board of Directors:

Florence Schick Gifford
Kenneth C. Gifford
Virginia Schick Coyle
Barbara Schick

Officers:

Florence Schick Gifford, President and Treasurer
Virginia Schick Coyle, Vice President
Barbara Schick, Vice President
Kenneth C. Gifford, Secretary

ARTICLE VIII.

The by-laws of the corporation shall be made, altered and rescinded by a four-fifths vote of the members at any regular or special

meeting of the members. Other provisions concerning the manner of amending the by-laws may be fixed in the by-laws.

ARTICLE IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be an amount not exceeding two-thirds of the value of the property of the corporation.

ARTICLE X.

The value of the real estate which the corporation may hold, subject always to the approval of the Circuit Court of Dade County, Florida, shall be not more than \$10,000,000.

ARTICLE XI.

All of the property of the corporation, and all income therefrom, shall be held and administered solely to effect the philanthropic purposes hereinabove set out, and to serve the general welfare of the people, and for no other purpose whatsoever.

IN WITNESS WHEREOF, the prospective incorporators have hereunto set their hands and seals this 12th day of December, 1952.

Florence Schick Gifford
FLORENCE SCHICK GIFFORD

Kenneth C. Gifford
KENNETH C. GIFFORD

Virginia Schick Boyle
VIRGINIA SCHICK BOYLE

Barbara Schick
BARBARA SCHICK

Chas. A. Morehead
CHAS. A. MOREHEAD

MOREHEAD, FORREST, BROWN & GOTTHARDT
Attorneys for Incorporators

by Chas. A. Morehead
of Counsel.

ORDER

APPROVING CHARTER OF THE SCHICK
FOUNDATION, a Non-Profit Corporation.

The foregoing application for charter of THE SCHICK FOUNDATION, a corporation not for profit, properly verified, being this day produced to the undersigned, one of the Judges of the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida, and it appearing that the proposed charter is duly acknowledged by one of the five subscribers who wish to form such corporation, and that said subscriber has made and subscribed an oath endorsed thereon that it is intended in good faith to carry out the purposes and objects set forth in the proposed charter, and that the proposed charter is in proper form and for an object authorized by Florida Statutes, Chapter 617, and that the proposed charter should be approved,

IT IS THEREUPON ORDERED that said proposed charter be and the same is hereby approved, and approval is hereby endorsed thereon, and that when said charter with all of its endorsements is recorded as required by said Statutes in the office of the Clerk of the Circuit Court for Dade County, Florida, thenceforth the subscribers and their associates and successors shall be a corporation not for profit by the name given.

DONE AND ORDERED at Miami, Florida, this 15th day of December, 1952.

N. Vernon Hawthorne

CIRCUIT JUDGE

STATE OF FLORIDA }
COUNTY OF DADE } SS:

Personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHAS. A. MOREHEAD, personally known to me to be one of the subscribers to the foregoing Charter of Incorporation of The Schick Foundation, who, being by me first duly sworn, on oath says that the incorporators who executed said Charter intend in good faith to carry out the purposes and objects set forth therein.

Chas. A. Morehead
CHAS. A. MOREHEAD

14 NOV - 3 AM 8:56
NOTARY PUBLIC
STATE OF FLORIDA

Sworn to and subscribed before me, at Miami, Florida, this
12 day of December, 1952.

Notary Public
Notary Public, State of Florida,
At Large.

My Commission expires: Notary Public
State of Florida at Large
Nov. 20 - 1956

(J.D. Seal)

RECORDED
INDEXED
12
December 1952
BOOK 143572
13
December 1952
J.E. Watson, J.C.