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STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: **THE SY & LINDA SHERR FOUNDATION, INC.**
(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: **MICHAEL R. PENDER, JR**
Name (Printed or typed)

2381 FRUITVILLE ROAD
Address

SARASOTA, FL 34237
City, State & Zip

941-366-2983
Daytime Telephone number

MRP@CAVANAUGH-CO.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
Of
The Sy & Linda Sherr Foundation, Inc.
A Florida Not-For-Profit Corporation

The undersigned authorized officer pursuant to the provisions of Chapter 617 Florida Statutes does hereby set forth the duly adopted Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is: The Sy & Linda Sherr Foundation, Inc. and the principal address of the corporation is: 1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236

ARTICLE II

The Registered Agent of the corporation is S. Sy Sherr, whose address is 1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236

ARTICLE III
CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IV
PURPOSES

The purpose of The Sy & Linda Sherr Foundation, Inc. is to make grants to organizations which are wholly qualified under Internal Revenue Code 501 (c) (3) or the corresponding provisions of any future United States Internal Revenue Law.

1. To function as a non-profit charitable organization for the primary purpose of carrying out the above set forth purpose.
2. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.
3. To receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.
4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and

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14 DEC 30 PM 12:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

5. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

ARTICLE V POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE VI MEMBERSHIP

The corporation shall not have any members.

ARTICLE VII DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no more than seven (7) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The names and addresses of the initial Directors are:

S. Sy Sherr	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236
Linda Sherr	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236
Erica A. Barrett	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236
Meredith L. Altschuler	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236
Julian Colucci	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows:

S. Sy Sherr
1100 Benjamin Franklin Drive, Unit 202
Sarasota, FL 34236

ARTICLE X OFFICERS

Section 1: The officers of the corporation shall be President, a Secretary/Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	S. Sy Sherr	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236
Secretary/Treasurer	Linda Sherr	1100 Ben Franklin Drive, Unit 202 Sarasota, FL 34236

ARTICLE XI BYLAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

ARTICLE XIII TAX EXEMPT CORPORATION

Section 1: The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

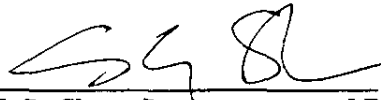
Section 2: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article IV.

Section 3: In the event of dissolution, the residual assets of the Corporation will be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes as determined by the Board of Directors.

Section 4: It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or

electd voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these Articles of Incorporation which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation this 23rd day of December, 2014.



S. Sy Sherr, Incorporator and President

14 DEC 30 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: The Sy & Linda Sherr Foundation Inc.
2. The registered agent and office is:

S. Sy Sherr
1100 Ben Franklin Drive, Unit 202
Sarasota, FL 34236

14 DEC 30 PM 12:00
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

S. Sy Sherr, Registered Agent

Date: _____

12/23/14