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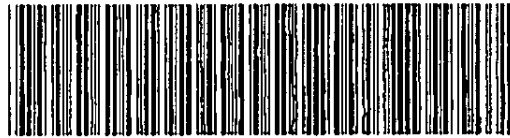
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MAR 28 2016

C. CARROTHERS

GEORGE J. ELLIS, JR., TRUSTEE  
THE ROBERT D. MERENDINO LIVING TRUST  
2320 DOGWOOD LANE  
ORANGE PARK, FL 32073

March 16, 2016

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

RE: Cover letter transmitting Amended and Restated Articles of Incorporation

Name of Corporation: Merendino Foundation, Inc, f/k/a The Robert D. Merendino  
Scholarship Foundation, Inc.c

Document Number: N15000009600

The enclosed Amended and Restated Articles of Incorporation and fees are submitted for  
filing.

Please return all correspondence concerning this matter to the following:

George J. Ellis Jr, Administrator/President  
Merendino Foundation  
2320 Dogwood Lane  
Orange Park, FL 32073

merendinofoundation@gmail.com

For further information concerning this matter, please call:

George J. Ellis, Jr. at 903 534 3480

Enclosed is a check for the following amount made payable to the Florida Department of  
State:

\$52.50

Certificate of Status

Certified Copy ( An additional copy for certification enclosed)

The new name of the corporation is:

Merendino Foundation, Inc.

The principal office address, mailing address, registered agent and registered office:

Shall remain the same as set forth in the original articles and are merely restated.

The only amending of the Officers and/or Directors is:

Remove: Robert D. Merendino, deceased, as a Director.

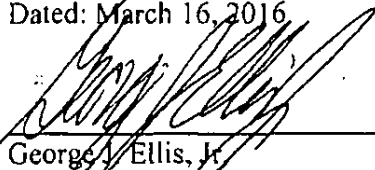
The date of adoption of the Amended and Restated Articles was:

March 10, 2016 as set forth therein.

Adoption of Amendment(s)

There are no members required to vote on the amendment. The Amended and Restated Articles were adopted by the unanimous consent of the board of directors, attached.

Dated: March 16, 2016

  
\_\_\_\_\_  
George J. Ellis, Jr.  
Administrator/President

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION OF**

The Robert D. Merendino Scholarship Foundation, Inc. changing to

**MERENDINO FOUNDATION, INC.,**

**(a Florida corporation, not for profit)**

In compliance with Chapter 617, Florida Statutes, Merendino Foundation, Inc., originally incorporated as the Robert D. Merendino Scholarship Foundation, Inc., and duly organized to do business under the laws of the State of Florida with its Certificate of Incorporation having been filed with the office of the Secretary of State on the 1st day of October, 2015, the following Amended and Restated Articles of Incorporation of Merendino Foundation, Inc., a Florida corporation, not for profit, heretofore duly adopted by its Board of Directors are hereby submitted:

**ARTICLE I**

**Name and Location of Principal Office**

The name of this Corporation is Merendino Foundation, Inc., a Florida corporation not for profit. Its principal office of business shall be at 2320 Dogwood Lane, Orange Park, Florida or at such other place as the Board of Directors may from time to time by resolution provide.

**ARTICLE II**

**Term**

This Corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**Purpose**

Merendino Foundation, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

This Corporation is formed for the purposes of aiding qualified persons whose current or planned occupation or vocation includes either the production, sale, distribution, or service of alcoholic beverages (specifically including wines, craft beer and spirits) in their endeavors to obtain education, scholastic degrees, or professional certifications which would advance them in such occupation or vocation by the establishment of scholarship and/or grant programs which would fund, recognize, assist or reward such endeavors in accordance with the bylaws of this corporation.

In addition, the corporation is formed for the general purpose of engaging in any other activities permitted under Section 501(c)(3)-(6) of the Internal Revenue Code of 1986, as amended, or

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the corresponding provision of any future United States Internal Revenue law which the Bylaws of the Corporation may permit or direct.

#### **ARTICLE IV**

##### **Activities Not Permitted**

This Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE V**

##### **Dedicated and Distribution of Assets**

No part of the net earnings of this Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to The Society of Wine Educators, Inc. for the express and sole purpose of establishing a scholarship fund for the benefit of students or applicants who are Florida residents or if such corporation shall no longer exist, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue law, or to the Federal, State, or local government for exclusive public purpose.

#### **ARTICLE VI**

##### **Management of Corporate Affairs Board of Directors.**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The founding and current directors of the Corporation and their mailing addresses are:

George J. Ellis, Jr.	Christopher S. Handlee	Gerald G. Alexander
2320 Dogwood Lane	50 N Laura Street, Ste 2500-41	4311 Ortega Forest Dr.
Orange Park, FL 32073	Jacksonville, FL 32202	Jacksonville, FL 32210

Directors shall be elected by the board and serve for terms as regulated by the Bylaws provided that at no time shall the terms of a majority of the board shall expire at the same time. The meeting of directors for the purpose of electing new directors shall be held annually.

Any action required or permitted to be taken by a vote of the Board of Directors under any provision of law or under the Bylaws of the corporation may be taken without a meeting if a majority of the directors then serving (or such greater number thereof if required for the adoption of such action) shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a vote of the directors. Any written consent to an action may be withdrawn prior to the time any such action shall become effective but not thereafter.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors so to act. Such a statement shall be prima facie evidence of such authority.

## **ARTICLE VII**

### **Indemnification**

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her or him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE VIII**

### **Membership**

For so long as it shall exist, the Robert D. Merendino Living Trust shall be the sole Class A Member of the Corporation and there shall be no other. For so long as the Class A membership shall exist, its member shall have the right (but shall not be required) to take any action, unilaterally on behalf of the corporation or its Board of Directors which is permitted or allowed under law including without limitation the amendment of the Articles of Incorporation, the enactment or amendment of its bylaws, the selection or termination of members of its board of directors or any sub-committee thereof, and the enactment or repeal of any policy or action on behalf of the corporation. In addition, all actions of the Board of Directors, the Executive

Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation, shall be subject to the prior approval of the Class A Member, including, without limitation, the selection of nominees and the election, selection, approval or removal of directors, and officers. All powers and authority of the Board of Directors, the Executive Board, if any, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, now extant or hereafter constituted and any officer of the Corporation may be exercised instead by the Class A Member in its sole and absolute discretion.

Upon the dissolution or termination of the Robert D. Merendino Living Trust there shall be no successor in interest thereto as a Class A Member of this corporation and thereupon such membership class shall be terminated, dissolved and of no further force or effect whatsoever with respect to the management of this corporation thereafter.

## **ARTICLE IX**

### **Bylaws**

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any bylaws fixing their number, qualifications, selection, or term of office unless adopted by two thirds of all directors then duly qualified and serving.

Any Bylaw changes are subject to any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by members of the Corporation.

Any Bylaw amendment must be approved by the Class A Member if extant before taking effect. In addition, and notwithstanding the foregoing, the Bylaws may be amended by action of the Class A Member, in its sole discretion.

## **ARTICLE X**

### **Amendments to Articles of Incorporation**

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, upon such proposal, shall be presented for adoption by a majority vote of the directors present at a special meeting called for that purpose, provided that for any meeting so called, at least ten (10) days notice in writing shall be given to such members, of the fact that an amendment to the Articles of Incorporation is to be considered and that the context of any such amendments shall be stated in such notice.

Any amendment to the Articles of Incorporation must be approved by the Class A Member if extant in order for the amendment to be adopted. In addition, and notwithstanding the foregoing, the Articles of Incorporation may be amended by action of the Class A Member in its sole discretion, if extant without the recommendation of the Board of Directors or the approval of the Class A Members.

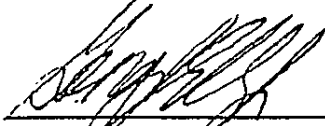
**ARTICLE XI**  
**Registered Office and Agent**

The name and address of the registered agent of this Corporation is Sandra W. Johnson, 2110 Park Street, Jacksonville, Florida 32204.


Adoption of Amendment(s)

There are no members required to vote on the amendment. The Amended and Restated Articles were adopted by the unanimous consent of the board of directors, attached.

**IN WITNESS WHEREOF**, the undersigned directors constituting at least a two-thirds majority of its board have made, subscribed and acknowledged these Amended and Restated Articles of Incorporation or by separate Action by Written Consent (attached) has so adopted them on this 10<sup>th</sup> day of March, 2016.

  
George J. Ellis, Jr.

\_\_\_\_\_  
Christopher S. Handlee

  
Gerald G. Alexander



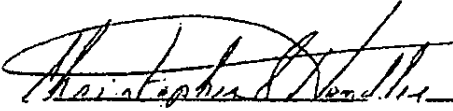
**Action By Written Consent of The Board Of Directors Of  
MERENDINO FOUNDATION, INC.  
formerly known as  
THE ROBERT D. MERENDINO SCHOLARSHIP FOUNDATION, INC.**

We, the undersigned constituting at least a majority of the members of the board of directors of The Robert D. Merendino Scholarship Foundation, Inc., do hereby consent and adopt the following actions:

1. The Amended and Restated Articles of Incorporation of Merendino Foundation, Inc., a copy of which is attached hereto are hereby adopted as of March 10, 2016.
2. The Bylaws of Merendino Foundation, Inc. a copy of which is attached hereto are adopted as of March 10, 2016.

Resolved and enacted by execution below in whole or in individual and several executed duplicate counterparts hereof cumulatively constituting a whole.

\_\_\_\_\_  
Gerald G. Alexander

  
\_\_\_\_\_  
Christopher S. Handlee

\_\_\_\_\_  
George J. Ellis, Jr.