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COR AMND/RESTATE/CORRECT OR O/D RESIGN
JACOBS FAMILY FOUNDATION FOR CHILDREN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION** 2017 JAN 19 A 11:47
OF
JACOBS FAMILY FOUNDATION FOR CHILDREN, INC. SECRETARY OF STATE
(A Corporation Not-For-Profit) TALLAHASSEE, FLORIDA

The Board of Directors of Jacobs Family Foundation for Children, Inc. (the "Corporation") has unanimously approved the following Amended and Restated Articles of Incorporation without a meeting by unanimous written consent.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is JACOBS FAMILY FOUNDATION FOR CHILDREN, INC. The principal office of the Corporation is 11770, 600 US Highway 1, North Palm Beach, Florida 33408.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes:

- (1) Providing grants and contributions to organizations that are exempt from federal income tax under 501(c)(3) of the Code and which are classified as public charities under Section 509(a)(1) or (2) of the Code;
- (2) Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code and not for profit corporations under Chapter 617 of the Florida Statutes are permitted to engage; and
- (3) Solely for the above purposes, to exercise all the rights and powers conferred by the laws of the State of Florida upon not for profit corporations

**ARTICLE III
MEMBERS**

The Corporation shall have no members.

**ARTICLE IV
DIRECTORS**

The number of directors and method of election of Directors shall be as provided in the Bylaws of the Corporation.

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ARTICLE V PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VI TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

Section 6. Private Foundation Prohibitions. In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

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(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE VII DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations (i) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, (ii) described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code and (iii) that are not private foundations by virtue of being described in Section 509(a) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII REGISTERED AGENT AND OFFICE

The name and office address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

ARTICLE IX AMENDMENTS

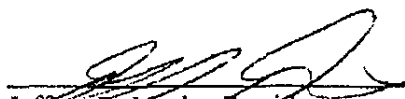
These Articles may be amended as provided in the Bylaws.

ARTICLE X INDEMNIFICATION

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

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IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 23rd day of December, 2016.



Jeffrey P. Jacobs, President

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**Unanimous Consent of the
Board of Directors
of
Jacobs Family Foundation For Children, Inc.**

The undersigned, being all of the Directors of Jacobs Family Foundation for Children, Inc. a Florida Not for Profit Corporation ("Foundation"), pursuant to the By-Laws of the Foundation and in accordance with Florida Statutes 617.0701, without a meeting, hereby consent to the following actions by the Directors of the Foundation to be effective as of December 23, 2016:

WHEREAS, the Foundation desires to amend and restate the Articles of Organization of the Company, as are set forth in Exhibit A attached hereto;

NOW, THEREFORE, BE IT RESOLVED, that the amended and restated Articles of Incorporation of the Foundation, as are set forth in Exhibit A attached hereto, are hereby authorized and approved;

WHEREAS, the Foundation desires to amend their By-Laws, as is set forth in Exhibit B attached hereto;

NOW, THEREFORE, BE IT RESOLVED, that the amended By-Laws of the Foundation, as are set forth in Exhibit B attached hereto, are hereby authorized and approved;

WHEREAS, the Foundation desires to update their Conflicts of Interest Policy, as is set forth in Exhibit C attached hereto;

NOW, THEREFORE, BE IT RESOLVED, that the Conflicts of Interest Policy of the Foundation, as are set forth in Exhibit C attached hereto, are hereby authorized and approved; and

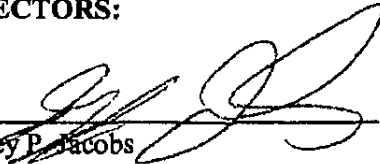
FURTHER RESOLVED, that the actions of the officers of the Foundation taken prior to the date hereof, in doing any act authorized by these resolutions be, and they hereby are, authorized, ratified, confirmed and approved in all respects.


For the convenience of the undersigned, this action may be executed in counterparts, and each such executed counterpart shall be deemed an original, and the signature of any individual appearing on any such counterpart shall be deemed to appear on all such counterparts. The execution of this action may be effected by facsimile or other electronic signatures (including PDF format), all of which shall be deemed originals.

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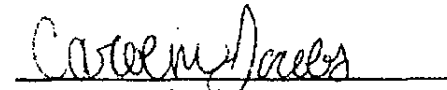
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DIRECTORS:

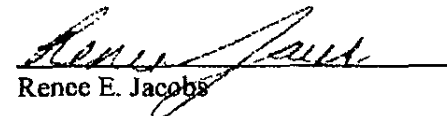

Jeffrey P. Jacobs


Lynda L. Jacobs


Claire L. Jacobs


Caroline M. Jacobs



Hanna R. Jacobs



Rence E. Jacobs

Adopted as of December 23, 2016

Honorary Directors:

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Richard D. Jacobs


Jeffrey P. Jacobs, II

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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

SEE ATTACHED.

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