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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SIZZLE SWFL FGCU FOOD & BEVERAGE SCHOLARSHIP INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sizzle SWFL FGCU Food & Beverage Scholarship Inc.

DOCUMENT NUMBER: N18000007218

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gretchen Nine-Bunnell

(Name of Contact Person)

Hahn Loeser & Parks LLP

(Firm/ Company)

200 Public Square, Suite 2800

(Address)

Cleveland, OH 44114

(City/ State and Zip Code)

gnb@hahnlaw.com

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

For further information concerning this matter, please call:

Gretchen Nine-Bunnell

216

274-2217

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIZZLE SWFL FGCU FOOD & BEVERAGE SCHOLARSHIP, INC.
(A Corporation Not-For-Profit)**

Sizzle SWFL FGCU Food & Beverage Scholarship, Inc., a Florida corporation not-for profit (the "Corporation"), hereby certifies pursuant to and in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act") for the purpose of filing Amended and Restated Articles of Incorporation that:

1. The Corporation filed original Articles of Incorporation on July 2, 2018.
2. The Corporation, in accordance with Sections 617.1002 and 617.1007 of the Act and pursuant to a resolution duly adopted by its Board of Directors on June 15, 2019 adopted and approved the following Amended and Restated Articles of Incorporation there being no members entitled to vote thereon.
3. The Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and any amendments thereto.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is SIZZLE SWFL FGCU FOOD & BEVERAGE SCHOLARSHIP, INC. (the "Corporation"). The principal office of the Corporation is 15391 Laughing Gull Lane, Bonita Springs, Florida 34135.

**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

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**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.

**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

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Code, or (b) by a corporation, contributions to which are deductible under Sections 170(b)(1)(A), 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.

(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 registered agent of the Corporation shall continue to be Guy E. Clarke II, 15391 Laughing Gull Lane, Bonita Springs, Florida 34135.

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ARTICLE IX AMENDMENTS

These Articles may be amended as provided in the Bylaws.


ARTICLE X IDEMNIFICATION

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

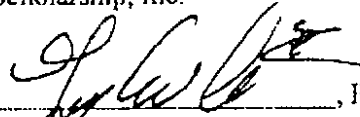
IN WITNESS WHEREOF, the President and Secretary of the Corporation hereunto affixed their signatures on this 18th day of November, 2019.

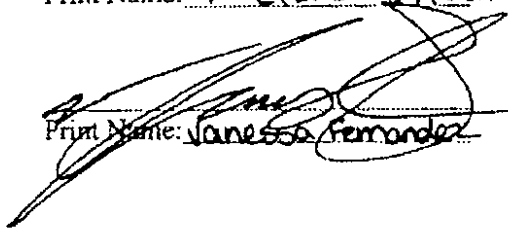
Witnesses:

Sizzle SWFL FGCU Food & Beverage
Scholarship, Inc.


Print Name: Rafael Feliciano

By:


_____, President

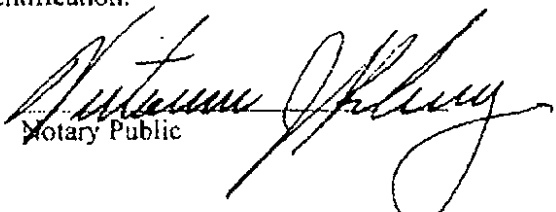

Print Name: Vanessa Fernandez

By:


_____, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18th day of November, 2019 by Rafael Feliciano, President and Guy Clarke, President of Sizzle SWFL FGCU Food & Beverage Scholarship, Inc. They [] are personally known to me or [] produced Florida drivers' licenses as identification.


Notary Public

