

10/16/2020

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JENNIE K. SCAIFE CHARITABLE FOUNDATION, INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jennie K. Scaife Charitable Foundation, Inc.

DOCUMENT NUMBER: N20000001514

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

Please return all correspondence concerning this matter to the following:

Cathleen D. Ward, Esq.

(Name of Contact Person)

Ward Damon

(Firm/ Company)

4420 Beacon Circle

(Address)

West Palm Beach, Florida 33407

(City/ State and Zip Code)

cward@warddamon.com

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

For further information concerning this matter, please call:

Cathleen D. Ward, Esq.

(561)

594-1447

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 ARTICLES OF INCORPORATION
OF
JENNIE K. SCAIFE CHARITABLE FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

JENNIE K. SCAIFE CHARITABLE FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 777 South Flagler Drive, Suite 909 East Tower, West Palm Beach, Florida 33401 and the mailing address of the corporation is 777 South Flagler Drive, Suite 909 East, West Palm Beach, Florida 33401.

ARTICLE III - Purpose

A. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereinafter amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and include all purposes, powers, and privileges conferred upon the Corporation by the Florida Not for Profit Corporation Act.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income

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tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

F. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be February 3, 2020, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is Ward Damon Business Services, LLC, at 4420 Beacon Circle, West Palm Beach, FL 33407, and the name of the initial registered agent of the Corporation at that address is Sasha Klein.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be Three (3).

B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names of the initial members of the Board of Directors are:

Name

David Zywiec

Josh Armstrong

Elvasio Vaccaro

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F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Sasha Klein	4420 Beacon Circle, West Palm Beach, FL 33407

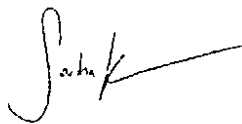
ARTICLE VIII - Members

The Corporation is organized on a non-stock basis and shall have no members.

ARTICLE XI - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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.

WHEREOF, the undersigned Incorporator has executed these Amended Articles of Incorporation this 15th day of October 2020.



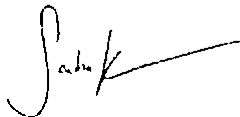
Sasha Klein, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of JENNIE K. SCAIFE CHARITABLE FOUNDATION, INC.

Ward Damon Business Services, LLC



By: _____
Sasha Klein