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(Requestor's Name)

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(Business Entity Name)

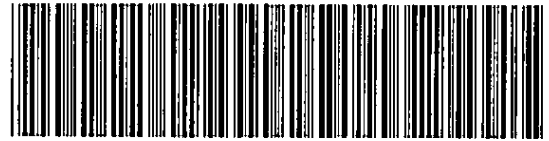
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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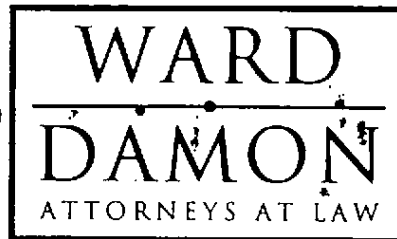
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SECRETARY OF STATE  
TALLAHASSEE, FL

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NE CULLIGAN

AUG 21 2020



*4420 Beacon Circle  
West Palm Beach, Florida 33407  
Tel: (561) 842-3000/Fax: (561) 842-3626*

*Philip H. Ward, III  
[pward@warddamon.com](mailto:pward@warddamon.com)*

July 21, 2020

*Via Federal Express: 7710 5367 6706*

Florida Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Scaife Family Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original Certificate of Domestication and Articles of Incorporation for the above-referenced entity, as well as check number 015263, in the amount of \$120.00, which represents payment in full of the filing fees associated with the domestication of this non-profit corporation.

Should you have any questions, or need anything further, please do not hesitate to contact our office.

Very truly yours,

Katie Abel Folden  
Legal Assistant to Philip H. Ward, III



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 7, 2020

KATIE ABEL FOLDEN  
4420 BEACON CIR.  
WEST PALM BEACH, FL 33407

SUBJECT: SCAIFE FAMILY FOUNDATION, INC.  
Ref. Number: W20000086590

We have received your document for SCAIFE FAMILY FOUNDATION, INC. and your check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file a Domestication is \$128.75. Please return with a check or money order for an additional \$8.75.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

KYLE D BRUMBLEY  
Regulatory Specialist II

Letter Number: 220A00014922

RECEIVED  
2020 AUG 17 AM 10:03  
DIVISION OF CORPORATIONS  
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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

SECRETARY OF STATE  
TALLAHASSEE, FL

The undersigned, **David A. Zywiec**, of Scaife Family Foundation, a foreign Corporation in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was September 9, 1982.
2. The jurisdiction where the above-named corporation was first formed, incorporated, or otherwise came into being was Pennsylvania.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Scaife Family Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Scaife Family Foundation, Inc.
5. The jurisdiction that constituted the seat, siège social, or principal place of business or central administration of the corporation or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Pennsylvania.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am **David A. Zywiec**, President and Chairman of the Board of Scaife Family Foundation, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 18 day of June, 2020.

By: 

David A. Zywiec, President/Chairman

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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
SCAIFE FAMILY FOUNDATION, INC.**

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**ARTICLE I – NAME**

The name of this Corporation is **SCAIFE FAMILY FOUNDATION, INC.**, a Florida not-for-profit corporation (the “Corporation”).

**ARTICLE II – ADDRESS OF PRINCIPAL OFFICE**

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

**ARTICLE III – NATURE OF CORPORATION**

The Corporation is a not-for-profit corporation organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV – PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and include all purposes, power, and privileges conferred upon the Corporation by the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as well

as the more specific purpose of investing its corpus to produce income which will be distributed to public charities as required by the Private Foundation Rules of the Internal Revenue Code.

#### **ARTICLE V – DURATION**

This Corporation is to exist perpetually.

#### **ARTICLE VI – MEMBERS**

As provided in the Bylaws, the Corporation is organized on a non-stock basis and shall have no members.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The powers of the Corporation will be exercised, and its affairs will be conducted, by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3), and no more than eleven (11) voting Directors. The manner and election of the Board of Directors shall be regulated in the Bylaws.

#### **ARTICLE VIII – OFFICERS**

The officers of this Corporation shall consist of those positions as identified in the Bylaws and the manner and election of the officers shall be regulated in the Bylaws. The Chairman of the Corporation shall be David A. Zywiec.

#### **ARTICLE IX – INCORPORATOR**

The name and address of the person signing these Articles is:

David A. Zywiec  
777 South Flagler Dr.  
East Tower, Suite 909  
West Palm Beach, FL 33401

#### **ARTICLE X – REGISTERED OFFICE AND AGENT**

The Registered Agent of the Corporation is Ward Damon Business Services, LLC, whose street address is 4420 Beacon Circle, West Palm Beach, Florida 33407.

#### **ARTICLE XI – BYLAWS**

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

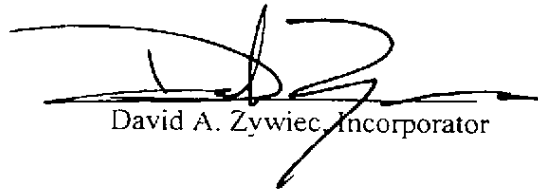
## ARTICLE XII – DISSOLUTION

Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

## ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

The undersigned Incorporator has executed these Articles of Incorporation on June 18, 2020.



David A. Zywiec, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SCAIFE FAMILY FOUNDATION, INC., a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at 777 South Flagler Drive, East Tower, Suite 909, West Palm Beach, Florida 33401, has named, as its agent to accept service of process within the State of Florida, Ward Damon Business Services, LLC, with an address of 4420 Beacon Circle, West Palm Beach, FL 33407.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of SCAIFE FAMILY FOUNDATION, INC., a non-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this \_\_\_\_ day of July 2020.

WARD DAMON BUSINESS SERVICES, LLC

By: \_\_\_\_\_

Philip H. Ward, III, Manager

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SECRETARY OF STATE  
TALLAHASSEE, FL

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