

N24000002466

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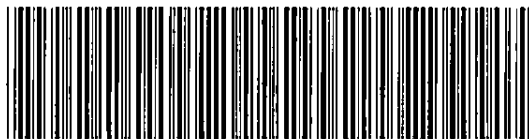
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FILED
2024 APR 15 PM 4:20
CLERK OF DISTRICT COURT
JANUARY 1, 2021

COVER LETTER

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

SUBJECT: A. Edward Scherer Foundation, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☒ \$43.75
Filing Fee
& Certified Copy

☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: John E. Christopher

Name (Printed or typed)

225 West Court Street

Address

Cincinnati, OH 45202

City, State & Zip

513-763-67502

Daytime Telephone number

john.christopher@manleyburke.com

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

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A. EDWARD SCHERER FOUNDATION, INC.
Document Number N24000002466
In compliance with Chapter 617, F.S., (Not for Profit)**

FILED
2024 APR 15 PM 4:50
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

**ARTICLE I
Name**

The name of this Corporation is "A. Edward Scherer Foundation, Inc."

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this Corporation is 7025 Southport Drive, Boynton Beach, Florida 33472.

**ARTICLE III
Purpose**

The objects and purposes for which the Corporation is formed and is to be administered are to promote and support charitable, scientific, literary, religious and educational organizations and activities which shall include, without limitation, the foregoing:

- A. To develop leadership for the Jewish community in the United States and throughout the world;
- B. To support, promote, advance, and strengthen the Jewish community, Jewish identity and Jewish causes in the United States and throughout the world;
- C. To promote and encourage conduct and ideals consistent with, and conducive to, good morals, intellectual improvement, and constructive citizenship generally;
- D. To promote the advancement of learning generally;
- E. To provide scholarships, student aid and assistance for deserving students attending colleges, universities and other educational institutions;
- F. To support individual and group counseling and training - including the training of individuals to do such counseling - on leadership and development, assertiveness training, understanding the free enterprise system, achieving of high scholastic attainment, citizenship and patriotism, career development, alcohol and drug abuse prevention and advanced leadership training;
- G. To foster programs of vocational counsel and guidance;
- H. To make or promote donations to any college or university in North America and to any organization supporting students attending colleges or universities in North America;
- I. To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine.

The objects and purposes of this corporation shall be exclusively charitable, scientific, literary, and educational, and all of the foregoing stated objects and purposes shall be so limited and construed. Subject to the limitations set forth in Article IV, below, to do anything necessary, proper or convenient for the accomplishment of any one or more of the purposes and objects stated above, to engage in any lawful activities related thereto and to exercise any powers or rights now or hereafter conferred on corporations of a similar nature under the laws of the State of Florida which are in furtherance of any one or more of the purposes for which the corporation is formed.

ARTICLE IV **Limitations**

All of the assets and earnings of the corporation shall be used exclusively for the purposes set forth in Article Third herein, including in part, the payment of expenses related thereto. No dividends shall be paid, and no part of the net earnings or income of the corporation shall inure to the benefit of any private shareholder, director, trustee, officer, member or other individual.

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 distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

The corporation shall not engage in any activity that would prevent it from qualifying and continuing to qualify as a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any subsequent federal tax law.

If the Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code, then:

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal income tax.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax law.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

ARTICLE V
Manner of Election of Directors

The method of election of the directors of the Corporation shall be stated in the Bylaws of the Corporation.

ARTICLE VI
Initial Registered Agent and Street Address

The name and Florida street address of the registered agent of the Corporation is A. Edward Scherer, 7025 Southport Drive, Boynton Beach, Florida 33472.

ARTICLE VII
Incorporator

The name and address of the Incorporator of the Corporation is John E. Christopher, 225 West Court Street, Cincinnati, Ohio 45202.

ARTICLE VIII
Dissolution

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one (1) or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

These Restated Articles of Incorporation consolidate all amendments into a single document.

The amendments contained in these Amended and Restated Articles of Incorporation were adopted unanimously by the Sole Member and the vote cast for the amendments was sufficient for approval.

The date of adoption of each amendment is February 28, 2024.

IN WITNESS WHEREOF, the President has hereunto affixed his signature this 28th day of February, 2024.


A. Edward Scherer, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A. EDWARD SCHERER FOUNDATION, INC.
Document Number N24000002466
In compliance with Chapter 617, F.S., (Not for Profit)**

FILED
2024 APR 15 PM 4:50
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

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- G. To foster programs of vocational counsel and guidance;
- H. To make or promote donations to any college or university in North America and to any organization supporting students attending colleges or universities in North America;
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A. Edward Scherer, President