

N28542

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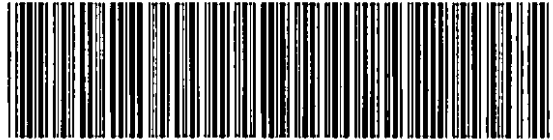
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Charles R. Jelm Charitable Foundation, Inc.

DOCUMENT NUMBER: N28542

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all
correspondence concerning this matter to the following:

Robert A. Ranallo

(Name of Contact Person)

Ranallo & Aveni LLC

(Firm/ Company)

6685 Beta Drive

(Address)

Cleveland, Ohio 44143

(City/ State and Zip Code)

branallo@ranallolaw.com

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

For further information concerning this matter, please call:

Robert A. Ranallo

(440) 684-1600

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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2020

ROBERT A. RANALLO
RANALLO & AVENI LLC
6685 BETA DRIVE
CLEVELAND, OH 44143

SUBJECT: CHARLES R. JELM CHARITABLE FOUNDATION, INC.
Ref. Number: N28542

We have received your document for CHARLES R. JELM CHARITABLE FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 820A00021280

CHARLES R. JELM CHARITABLE FOUNDATION, INC.

(A Florida Nonprofit Corporation)

CERTIFICATE OF ADOPTION

Adoption of Amendment(s):

The Amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Date of each amendment(s) adoption: August 28, 2020, if other than the date this document was signed.

Effective date if applicable: September 1, 2020

2020
JUL 16 2020

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CHARLES R. JELM CHARITABLE FOUNDATION, INC.

The undersigned, being all of the members and Trustees of the Charles R. Jelm Charitable Foundation, Inc. (the "Foundation"), desire to amend and restate in their entirety the Articles of Incorporation of the Foundation and continue the existence of the Foundation, without capital stock, under the provisions of Chapter 617, Florida Statutes. In furtherance thereof, the undersigned Trustees do unanimously accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and do hereby make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be CHARLES R. JELM CHARITABLE FOUNDATION, INC. (the "Foundation").

ARTICLE II

CORPORATE PURPOSE

The purposes for which this Foundation is to be organized and operated shall be exclusively to provide funding for education and/or health care activities located within the United States of America as are described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and the corresponding provisions of any future tax laws (the "Code"), ("Charitable Purposes"). In carrying out such Charitable Purposes, this Foundation shall have all of the powers and authorities granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable purposes; provided, moreover, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

ARTICLE III

CORPORATE POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Foundation shall have the power to:

- (a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Foundation Not for Profit".
- (d) Elect or appoint such officers and agents as its affairs shall require and, except as more strictly limited herein, allow them reasonable compensation.
- (e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Foundation and the exercise of its corporate powers.
- (f) Make contracts and incur liabilities, borrow money at such rates of interest as the Foundation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- (g) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.
- (h) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or interest therein wherever situated.
- (i) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (j) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- (k) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with

shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

- (l) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (m) Make donations for the purposes described in Article II hereof.
- (n) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized.
- (o) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE IV

DURATION/FOUNDATION MEMBERS

The Foundation was formed on September 26, 1988 with the filing of its Articles of Incorporation with the office of the Florida Secretary of State on that date. The Foundation will continue and shall have perpetual existence commencing with the filing of these Amended and Restated Articles of Incorporation, and the Foundation's Board of Trustees, as constituted from time to time, shall act as the only members of the Foundation.

ARTICLE V

MANAGEMENT

Section 1. The affairs of the Foundation shall be managed by a Board of Trustees and, subject to the control of said Board, by the officers of this Foundation. The Board of Trustees shall consist of five (5) persons. The Board of Trustees shall be self-perpetuating. Trustees shall be elected or removed in accordance with the procedures provided in Section 2 of this Article V, and in provisions of the Bylaws not inconsistent herewith.

Section 2.

(a) Any Trustee may be removed by the other Trustees when, in their judgment, the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the

contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(b) Any Trustees may be removed from membership on the Board by the affirmative vote of three fifths (3/5) of the full Board of Trustees, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Foundation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member proposed to be removed shall be entitled to at least⁴ thirty (30) days' notice in writing by certified mail and email of the meeting at which such removal is to be voted upon and he/she shall be entitled to appear before and be heard at such meeting.

(c) Any vacancy in the Board of Trustees caused by a Trustee's resignation shall be filled through appointment in writing to the Board by the Trustee whose position is being vacated. If the vacancy has been created by the death of the Trustee, the deceased Trustee may fill the vacancy by appointment of his/her successor in the deceased Trustee's Last Will and Testament admitted to probate, making specific reference to these Amended and Restated Articles of Incorporation. In the event the vacancy is caused by the removal of a Trustee, that Trustee shall not have the right to designate his/her successor.

(d) Upon (i) the failure of a Trustee who has vacated his position by resignation to appoint his successor within ninety (90) days following his/her resignation, (ii) the failure of a deceased Trustee to name a successor Trustee with his/her Last Will and Testament admitted to probate, or (iii) upon the removal of a Trustee for any reason, the remaining Trustees shall appoint a Trustee to fill the vacancy by a vote of a majority of the Trustees then serving.

(e) In the event of the failure to appoint a new Trustee within one hundred eighty (180) days following the creation of the vacancy, then, legal authority as designated by the Board shall appoint a successor Trustee.

(f) A successor Trustee shall have all of the rights and powers granted to the original Trustees named herein.

Section 3. The Officers of the Foundation shall be a President, a Secretary and a Treasurer. In addition, the Board of Trustees may elect one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

ARTICLE VI

TRUSTEES

The names and street addresses of the Trustees are:

Robert J. Cicek
857 Hardwood Court
Gates Mills, Ohio 44040

Charles L. Jelm
2574 Yellow Creek Road
Akron, Ohio 44333

Camilla Glenn
989 Eastwood Avenue
Tallmadge, Ohio 44278

Cheryl A. Jelm
629 Clermont Street
Denver, Colorado 80220

Lisa Petrosky
6377 Lakeview Drive
Ravenna, Ohio 44266

ARTICLE VII

BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Trustees shall have the exclusive power to adopt, alter or rescind these Amended and Restated Articles of Incorporation and any Bylaws of the Foundation (to the extent not inconsistent herewith), and to propose and adopt amendments to these Amended and Restated Articles of Incorporation in the manner prescribed from time to time by the Bylaws; provided, however, that any such action shall be consistent with the purposes for which this Foundation is organized, and no such amendment shall increase or decrease the number of Trustees, change the manner of their succession and selection as set forth in Section 2 of Article V, or change their manner of compensation as set forth in Article VIII.

ARTICLE VIII

GENERAL

(a) All income and assets of the Foundation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes selected by the Board of Trustees.

(b) The Foundation shall have no capital stock and shall pay no dividends to its Trustees or officers. In addition, no part of the income of the Foundation shall be distributed to its Trustees or officers for services rendered; the Foundation may reimburse the Trustees for reasonable out-of-pocket

expenses incurred in their service to the Foundation. The private property of the Trustees and Officers shall not be liable for the debts of the Foundation.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The Foundation's Florida Registered Office shall be located at 3777 Tamiami Trail North, Suite 200, Naples, Florida 34103, and the Bessemer Trust shall continue to serve as Registered Agent of the Foundation, to accept service of process within this State, and to serve in such capacity until a successor is selected and duly designated.

ARTICLE X

PROHIBITED ACTIVITIES

The Foundation shall not:

- (a) Attempt to influence legislation as a substantial part of its activities;
- (b) Allow any part of its net income to inure to the benefit of Trustees or officers of the Foundation or to any other individuals, except in the furtherance of its charitable purposes;
- (c) Participate to any extent in any political campaign for or against any candidate for public office;
- (d) Conduct any activities not permitted to be carried on or by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) Fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (f) Engage in any act of self dealing as defined in Section 4941 (d) of the Code;
- (g) Retain any excess business holdings as defined in Section 4943 (c) of the Code;
- (h) Make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (i) Make any taxable expenditure as defined in Section 4945 (d) of the Code.

ARTICLE XI

DEDICATION OF ASSETS

The Foundation dedicates all assets which it may acquire to the Charitable Purposes set forth in Article II hereof. In the event that the Foundation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida statutes, the Foundation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Code, as shall be determined by the last Board of Trustees, to further the Charitable Purposes established within Article II. None of the assets will be distributed to any officer or Trustee of this Foundation.

IN WITNESS WHEREOF, the undersigned, being all of the Trustees of the Charles R. Jelm Charitable Foundation, Inc. have executed these Amended and Restated Articles of Incorporation on the date set forth opposite their respective names below.

<u>Robert J. Cick</u>	<u>9/10/2020</u>	<u>Charles L. Jelm</u>	<u>8/26/20</u>
ROBERT J. CICK	Date	CHARLES L. JELM	Date

<u>Camilla A. Glenn</u>	<u>8/26/20</u>	<u>Cheryl A. Jelm</u>	<u>09/04/20</u>
CAMILLA GLENN <i>by Charles Jelm</i>	Date	CHERYL A. JELM	Date

<u>Lisa Petrosky</u>	<u>8/28/20</u>
LISA PETROSKY	Date