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TALLAHASSEE, FL 323
904-222-0191 FAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 6721000000032

REFERENCE : 892496 432782A

AUTHORIZATION :

810000170007083
-04/02/96--01000-000
\$34105.00 \$341071.00

COST LIMIT : \$ PREPAID

ORDER DATE : March 22, 1996

ORDER TIME : 11:31 AM

FILE SECOND!!!!

ORDER NO. : 892496

CUSTOMER NO: 432782A

CUSTOMER: Michael L. Duffly, Esq
DUFFLY, MOORE, ROGERS &
LEIBSON, P.A.
321 Royal Poinciana Pl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME: FRANK J. LEWIS FOUNDATION,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT LUDWIG

N. HENDRICKS MAR 28 1996

EXAMINER: T. L. L. L. L.

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DIVISION OF CORPORATION

LAW OFFICES
ALLEY, MAASS, ROCKERS & LINDSAY, P.A.

381 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(407) 889-1770

FACSIMILE (407) 833-8881

FROM BROWARD (854) 481-5440

PORT LAUDERDALE OFFICE

1800 S.E. 17TH STREET CAUSEWAY

SUITE 404

PORT LAUDERDALE, FLORIDA 33316

(854) 767-0818

FACSIMILE (854) 761-7844

HAYMOND C. ALLEY (1893-1878)
HAROLD B. MAASS (OF COUNSEL)
DOYLE ROCKERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, III
DAVID H. BAKER
LENN A. GABSTUN
WILLIAM W. ATTENDUNY III
LOUIS L. HAMBY III
RONN H. MAASS
M. TIMOTHY HANLON
KURT E. ROSENHARDT
MICHAEL L. DUFFY
WARREN D. HAYES, III
GENE D. LIPSCHEN

March 26, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Frank J. Lewis Foundation*
and
Frank J. Lewis Foundation, Inc.
Our Client-Matter No. 7136-18690

Dear Sir or Madam:

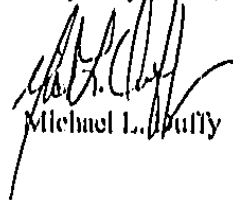
Enclosed please find the Articles of Incorporation for Frank J. Lewis Foundation, Inc., a Florida not-for-profit corporation. The subscribers of this Florida not-for-profit corporation already operate an Illinois not-for-profit corporation with the name of Frank J. Lewis Foundation. The members and directors of the Frank J. Lewis Foundation, the Illinois not-for-profit corporation, voted unanimously to bring the Foundation down to Florida. Because there are no provisions in the Florida Statutes for reincorporating a non-for-profit corporation in the State of Florida, they have agreed to incorporate a Florida not-for-profit corporation and merge the Illinois not-for-profit corporation into the Florida not-for-profit corporation.

Enclosed please find the Articles of Incorporation for the Florida not-for-profit corporation, the Application by Foreign Corporation for Withdraw of Authority to Transact Business of Conduct Affairs in Florida, the Articles of Merger, and the Plan of Merger. The intent of filing these forms is to establish a Florida not-for-profit corporation which will have substantially the same name as the Illinois not-for-profit corporation, the same members, Directors and officers, and the same assets.

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DIVISION OF CORPORATIONS

If you have any questions, please contact me at (407) 659-1770.

Very truly yours,



Michael L. Duffy

MLD:enc
Enclosures
cc: Edward D. Lewis

54377MDUFFY

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

ARTICLES OF INCORPORATION
FRANK J. LEWIS FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED PERSON, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

ARTICLE I

NAME: PRINCIPAL ADDRESS

The name of the corporation is FRANK J. LEWIS FOUNDATION, INC. Its principal address at the time of incorporation is 31 W. 20th Street, Riviera Beach, Florida.

ARTICLE II

DURATION

This Florida not-for-profit corporation shall have perpetual duration unless dissolved according to law. Corporate existence shall commence on the date that these Articles of Incorporation are filed with the Department of the State.

ARTICLE III

PURPOSES

This corporation is organized as a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, for the exclusively charitable, scientific, religious, and educational purposes of establishing a private foundation within the meaning of Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the Code) and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent Federal tax laws and to

that end is authorized to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. 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 any candidate for public office.

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.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of this certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE IV

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, to entities which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERS

The powers, duties and privileges of the members of the corporation, and the manner of their election, shall be as specified in the By-Laws of the corporation.

ARTICLE VI

SUBSCRIBER

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

EDWARD D. LEWIS
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480

ARTICLE VII

OPERATIONS

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer and such other officers as the By-Laws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

ARTICLE VIII

OFFICERS

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and By-Laws are:

EDWARD D. LEWIS	- President
PHILIP D. LEWIS	- Vice-President
DIANA LEWIS	- Secretary

MEGAN M. LEWIS

- Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The By-Laws of the corporation may provide for the office of Chairman of the Board. The Chairman of the Board shall have such duties as are assigned by the By-Laws and the Board of Directors.

ARTICLE IX

BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of at least four (4) persons but never more than nine (9) persons. The names and addresses of the persons who are to initially serve are as follows:

EDWARD D. LEWIS
321 Royal Poinciana Plaza, South
Palm Beach, Florida

PHILIP D. LEWIS
31 West 20th Street
Riviera Beach, Florida

DIANA LEWIS
2765 Tecumseh Drive
West Palm Beach, Florida

MEGAN M. LEWIS
610 Park Crest Drive

Thiensville, Wisconsin

Thereafter, the Board of Directors shall be elected as provided in the By-laws. Vacancies in the initial Board of Directors shall be filled by a majority, even though less than a quorum of the Board of Directors. Members of the initial Board of Directors need not be members of the corporation.

No contract or other transaction between the corporation and any other firm, association, person or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of the corporation, is a member, director, or officer, of such other firm or corporation. Any contract or transaction to which a director or officer, individually or jointly, is a party, including contracts entered into with this corporation, shall not be affected or invalidated by reason of the fact that said director or officer is in any way connected with the corporation.

ARTICLE X

BY-LAWS

The initial By-Laws of the corporation shall be made and adopted by the initial Board of Directors. The By-Laws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the By-Laws unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least seven (7) days prior to the meeting or said notice is appropriately waived by written waiver. Any

member of this corporation or any member of the Board of this corporation may propose an amendment to the By-Laws to the Board or the membership, as the case may be.

ARTICLE XI

AMENDMENT

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least seven (7) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be.

ARTICLE XII

VOTING

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy.

ARTICLE XIII

POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those

powers conferred by these Articles of Incorporation and all lawful By-Laws of the corporation, as may be amended from time to time, which powers shall include, but not limited to, the following:

(n) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real and personal, including securities of other corporations.

(b) To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to such trust and trusts.

(c) To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal.

(d) To borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

(e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

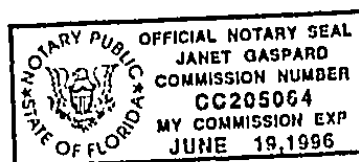
 (SEAL)
EDWARD D. LEWIS/Subscriber/Director

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The forgoing instrument was acknowledged before me this 26 day of March, 1996 by EDWARD D. LEWIS of the Frank J. Lewis Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. EDWARD D. LEWIS is personally known to me or has— produced _____ as identification.

(NOTARY SEAL)


NOTARY

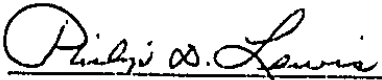


Designation of Registered Agent

The initial registered agent of this corporation shall be Philip D. Lewis, 31 W. 20th Street,
Riviera Beach, Florida 33419.

Acceptance


Having been named registered agent to accept service of process for the above-named
corporation, I hereby accept to act in this capacity and agree to comply with the provisions of
Chapter 48.091, Florida Statutes.

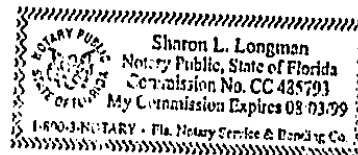

PHILIP D. LEWIS

STATE OF FLORIDA)
)SS:
COUNTY OF)

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of
March, 1996 by PHILIP D. LEWIS who was personally known to me or produced
_____ as identification.

(NOTARIAL SEAL)


Notary Public



Corporate Specialist: Nancy Hendricks

File date: March 27, 1996

FRANK J. LEWIS FOUNDATION, INC., a Florida corporation, N9600001627.

INTO

CORPORATION
FRANK J. LEWIS FOUNDATION, A NON-QUALIFIED ILLINOIS

MERGING:-----

ARTICLES OF MERGER
Merger Sheet

FLORIDA DEPARTMENT OF STATE
Sandra H. Workman
Secretary of State



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SECRETARY OF STATE
WASHINGTON, D.C.

22/10/19



2010年12月10日 星期五

GEORGE (66) BLS, 0 2 201 11/01/2001

AGOSTINER ADONIS : TOHBEFEBI

Signed: *[Signature]* : MONTENEGRO
 Date: 09.05.20 : TIME LEFT

BONN & TITELTOS

ORDER DATE : March 29, 1961

PA SE: 11 : EMT SECTION

DELETED : JOHN FREDERICK

ANSWER #04 REMOT2U3

CUSTOMERS: Michael L. Duffy, Esq.
Allyn Mandy Rogers &
351 Royal Pointe Blvd.

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REFERENCE TO BELIEFS

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OTHER

FRANK J. LEWIS FOUNDATION, INC.

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DIVISION OF CONSUMER AFFAIRS

M. HENDRICKS MAR 5 8 1968

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ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the presidents of FRANK J. LEWIS FOUNDATION, an Illinois not-for-profit corporation, and FRANK J. LEWIS FOUNDATION, INC., a Florida not-for-profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I

PLAN OF MERGER

The copy of the Plan of Merger is attached as Exhibit "A".

ARTICLE II

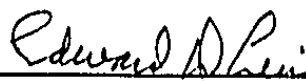
APPROVAL

The Plan of Merger was adopted by FRANK J. LEWIS FOUNDATION at a meeting of its members held on February 24, 1996. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous.


The Plan of Merger was adopted by FRANK J. LEWIS FOUNDATION, INC. at a meeting of its members held on February 24, 1996. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous.

The merger shall be effective on the date of filing these Articles of Merger by the Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this
26th day of March, 1996.



EDWARD D. LEWIS, President
FRANK J. LEWIS FOUNDATION



EDWARD D. LEWIS, President
FRANK J. LEWIS FOUNDATION, INC.

**PLAN OF MERGER OF
FRANK J. LEWIS FOUNDATION AND
FRANK J. LEWIS FOUNDATION, INC.**

This is a Plan of Merger between FRANK J. LEWIS FOUNDATION, an Illinois not-for-profit corporation, and FRANK J. LEWIS FOUNDATION, INC., a Florida not-for-profit corporation.

ARTICLE I

CONSTITUENT CORPORATION

The name of each constituent corporation is FRANK J. LEWIS FOUNDATION, an Illinois not-for-profit corporation ("Foundation"); and FRANK J. LEWIS FOUNDATION, INC., a Florida not-for-profit corporation ("Corporation").

ARTICLE II

MERGER

Pursuant to Section 617.1107, Florida Statutes, Foundation shall be merged into Corporation ("Merger").

ARTICLE III

SURVIVING CORPORATION

FRANK J. LEWIS FOUNDATION, INC., a Florida not-for-profit corporation shall be the surviving corporation of the merger.

ARTICLE IV

ARTICLES OF INCORPORATION

The Articles of Incorporation of FRANK J. LEWIS FOUNDATION, INC., as in effect

immediately prior to the merger shall not be changed by the merger and shall continue to be its Articles of Incorporation subsequent to the merger.

ARTICLE V

DIRECTORS AND OFFICERS

The Directors and Officers of FRANK J. LEWIS FOUNDATION, INC., immediately prior to the merger shall continue to be the Directors and Officers immediately following the merger.

ARTICLE VI

MEMBERS

The members of Foundation and Corporation immediately prior to the merger shall be the members of FRANK J. LEWIS FOUNDATION, INC. immediately following the merger and shall, without further action, possess all rights and obligations granted to members of FRANK J. LEWIS FOUNDATION, INC. by its charter and by-laws.

ARTICLE VII

ASSETS AND LIABILITIES

On the effective date of the merger, the separate existence of Foundation shall cease and Corporation shall without further action, possess all of its rights and privileges immediately proceeding the merger. All assets of any nature of Foundation shall, without further action, be vested in Corporation immediately following the merger. Following the merger, Corporation shall be responsible for all liabilities and obligations of Foundation. Any claim existing or action or proceeding pending against Foundation may be continued as if the merger did not occur or Corporation may be substituted for Foundation in any such proceeding. Neither the rights of the creditors or any liens upon the property of Foundation shall be impaired by the merger.

ARTICLE VIII

EFFECTIVE DATE

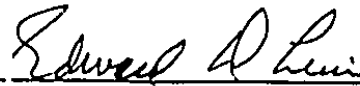
The merger shall be effective upon the filing by the Florida Department of State of the Articles of Merger.

ARTICLE IX

ABANDONMENT

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of Corporation or the Board of Directors of Foundation anytime prior to the filing of the Articles of Merger.

IN WITNESS WHEREOF, this plan has been executed by the undersigned officers on this 26th day of March, 1996.



EDWARD D. LEWIS, President
FRANK J. LEWIS FOUNDATION



EDWARD D. LEWIS, President
FRANK J. LEWIS FOUNDATION, INC.