

6/28/22 10:14 AM

Division of Corporations

N97000002995

Florida Department of State  
Division of Corporations  
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Account Number : 120080000071  
Phone : (561)910-5700  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.

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July 14, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
555 SOUTH FEDERAL HIGHWAY  
340  
BOCA RATON, FL 33432

SUBJECT: ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
REF: N9700002995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please state that these amended and restated articles were adopted by the members and give the date. Or if there are no members or amendments requiring member approval please give a statement to that effect and give the date of adoption of the amended and restated articles by the directors.

Please accept our apology for failing to mention this in our previous letter.

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) 245-6823.

Annette Ramsey  
OPS

FAX Aud. #: H22000221881  
Letter Number: 522A00015741



July 12, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
555 SOUTH FEDERAL HIGHWAY  
340  
BOCA RATON, FL 33432

SUBJECT: ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
REF: N97000002995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas  
Regulatory Specialist II

FAX Aud. #: H22000221881  
Letter Number: 322A00015557



July 8, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
555 SOUTH FEDERAL HIGHWAY  
340  
BOCA RATON, FL 33432

SUBJECT: ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
REF: N97000002995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas  
Regulatory Specialist II

FAX Aud. #: H22000221881  
Letter Number: 322A00015294

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2022 JUL -8 PM 12 32

AMENDED AND RESTATED  
 ARTICLES OF INCORPORATION  
 OF THE  
ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.  
*a Florida not-for-profit corporation*

Effective as of May 16, 2019

*Pursuant to the provisions of the Florida Not for Profit Corporation Act (the "Act"), the Directors of the Rowland & Sylvia Schaefer Family Foundation, Inc. (the "Corporation") assigned Document Number N97000002995, adopt the following amendment and restatement to its Articles of Incorporation on February 22, 2022, of which there are no members:*

ARTICLE I  
 NAME

The name of the corporation shall be: ROWLAND & SYLVIA SCHAEFER FAMILY FOUNDATION, INC.

ARTICLE II  
 PRINCIPAL OFFICE

The principal place of business of the Corporation shall be Abbot Downing, 255 South County Road, Suite 200, Attention: Melanie Horvat, Palm Beach, Florida 33480.

ARTICLE III  
 MAILING ADDRESS

The mailing address of the Corporation shall be Abbot Downing, 255 South County Road, Suite 200, Attention: Melanie Horvat, Palm Beach, Florida 33480.

ARTICLE IV  
 PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

7. For clarity, the provisions of Section A of Article III of the Articles of Incorporation filed on May 23, 1997, are hereby revoked, and the Corporation is not restricted with respect to grantmaking distributions.

#### ARTICLE V ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered for the Corporation shall be Diane E. Corr with such office located at 150 East Palmetto Park Road, Suite 800, Boca Raton, Florida 33432.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator is as follows:

Marla L. Schaefer  
1500 South Ocean Boulevard  
S903/904  
Boca Raton, Florida 33432.

IN WITNESS WHEREOF the undersigned has executed these Articles as of  
2-22, 2022, effective as of the date first written above.

  
Marla L. Schaefer, Secretary