

710143

August 25, 1999

To: Division of Corporations - Amendment Section

Subject: Restated Articles and Statement of Acceptance.

Enclosed are the Restated Articles and Statement of Acceptance which are to be filed. Also enclosed is a check for \$43.75 for the filing fee and one certified copy of the amendment.

Please send the certified copy as soon as possible to the address below:

Andy Thompson
11042 Knottingby Drive
Jacksonville, FL 32257

Thanks in advance. If you have any questions please contact me at 904-360-1414.

Sincerely,


Andy Thompson
Director/Treasurer

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FILED
99 SEP -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

V. SHEPARD SEP 9 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 3, 1999

ANDY THOMPSON
11042 KNOTTINGBY DR.
JACKSONVILLE, FL 32257

SUBJECT: NORTHEAST FLORIDA KIWANIS REGIONAL SCIENCE AND
ENGINEERING FAIR, INC.
Ref. Number: 710143

We have received your document for NORTHEAST FLORIDA KIWANIS REGIONAL SCIENCE AND ENGINEERING FAIR, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 199A00043964

September 8, 1999

To: Velma Shepard, Corporate Specialist
Division of Corporations - Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Subject: Restated Articles and Statement of Acceptance
Reference Number: 710143

Enclosed are:

1. The certificate entitled "Articles of Amendment", and
2. The original Restated Articles and Statement of Acceptance to be filed.

You have received the check of \$43.75 for the filing fee and a certified copy.

Please send the certified copy as soon as possible to the address below:

Andy Thompson
11042 Knottingby Drive
Jacksonville, FL 32257

Thanks in advance. If there are any problems or if you have any questions please contact me at 904-360-1414 or page me at 888-476-6915.

Sincerely,


Andy Thompson
Director/Treasurer

**RESTATED ARTICLES OF INCORPORATION
OF
NORTHEAST FLORIDA KIWANIS REGIONAL
SCIENCE AND ENGINEERING FAIR, INC.**

FILED
99 SEP -9 PM 3: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for purposes of restating the Articles of Incorporation of Northeast Florida Kiwanis Regional Science and Engineering Fair, Inc., a Florida not for profit corporation formed on December 31, 1965, the date when the original Articles of Incorporation became effective, for charitable and philanthropic purposes pursuant to the Florida Not For Profit Corporation Act, hereby restate the Articles of Incorporation and certify:

ARTICLE I.

The name of the Corporation is Northeast Florida Kiwanis Regional Science and Engineering Fair, Inc. (the "Corporation").

ARTICLE II.

It is intended that the Corporation shall have the status of an organization which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), as an organization which is described in Section 501(c)(3) of the Code and is not a "private foundation" by reason of being described in Section 509(a)(2) of the Code and the applicable Treasury regulations thereunder. These Articles shall be construed, and all powers and activities of the Corporation shall be exercised and limited, accordingly.

ARTICLE III.

The Corporation is organized and shall be operated exclusively as a not for profit corporation exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Code. More specifically, the purposes for which the Corporation is formed are:

A. To sponsor, endorse, present, carry on, assist in, aid or conduct an annual Science and Engineering Fair in the Northeast Florida area for the purpose of promoting, encouraging, and interesting students, laymen, and the general public in matters of scientific and engineering endeavors;

B. To participate in any and all state, regional, national or international Science and Engineering Fairs, in connection with, but not limited to, those events conducted under the sponsorship of the Florida Foundation for Future Scientists, Science Service, and any local school board or board of education;

D. To solicit, accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and use, expend, or donate the income or principal thereof for, and devote the same to, the foregoing purposes of the Corporation; and

E To engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act, which are necessary or convenient in order to accomplish the foregoing purposes, including, but not limited to, the power to solicit grants and contributions for such purposes.

The purposes of the Corporation may be altered by the Directors as provided in the Bylaws.

ARTICLE IV.

The Corporation may seek contributions to carry out its corporate purposes. In furtherance thereof, the Corporation may solicit, accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and use, expend, or donate the income or principal thereof for, and devote the same to, the foregoing purposes of the Corporation, and engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in Section 617.0302 of the Florida Not For Profit Corporation Act as now in effect or as may hereafter be amended, which are necessary or convenient in order to accomplish the foregoing purposes, including, but not limited to, the power to solicit grants and contributions for such purposes. Notwithstanding any provision of these Articles or any other provisions of law, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from federal income tax under Section 501(a) of the Code, or (b) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code.

ARTICLE V.

The Corporation shall not be authorized to issue capital stock.

ARTICLE VI.

The address of the registered office of the Corporation is located at 11042 Knottingby Drive, Jacksonville, Florida 32257 and its registered agent at such address is Andy Thompson, a Florida resident whose business office is identical with the registered office.

ARTICLE VII.

The following persons currently serve as directors until their successors are elected and qualify as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Glenn E. Johnson	1644 Mayview Road Jacksonville, Florida 32210
Nelle B. Norman	7836 Fawn Valley Lane Jacksonville, Florida 32256
Andy Thompson	11042 Knottingby Drive Jacksonville, Florida 32257

ARTICLE VIII.

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under

the laws of the United States, the State of Florida, or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, 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.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.

ARTICLE IX.

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under United States Internal Revenue laws, then at such time or times the Corporation shall be subject to the following restrictions:

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

B. The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

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

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

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

ARTICLE X.

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The membership of the Corporation, at their regular annual meeting, shall elect directors as provided in the Bylaws. The qualifications, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

ARTICLE XI.

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise required by law, dispose of all of the assets of the Corporation exclusively either by direct distribution for the purposes of the Corporation (as set forth in Article III), or by distribution to one or more organizations (i) which then qualify for exemption from federal income taxation under the provisions of Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and (ii) contributions to which are then deductible under Sections 170, 2055, and 2522 of the Code, as the Board of Directors shall determine.

ARTICLE XII.

The private property of the officers and directors of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XIII.

The Corporation shall indemnify any director or officer or former director or officer of the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being, or having been, such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any

bylaw, agreement, vote of the Board of Directors, or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, no payment shall be made under this Article XIII if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).

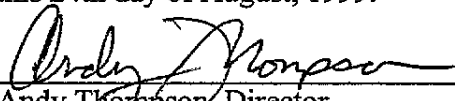
ARTICLE XIV.

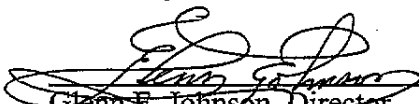
All references contained in these Articles to the Internal Revenue Code of 1986, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1986, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific Section or chapter of the Code shall be deemed to refer to such Section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

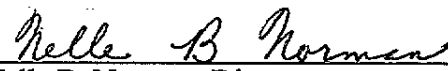
ARTICLE XV.

These Articles of Incorporation may be amended as permitted by law and as provided in the Bylaws, but no amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this 24th day of August, 1999.


Andy Thompson, Director

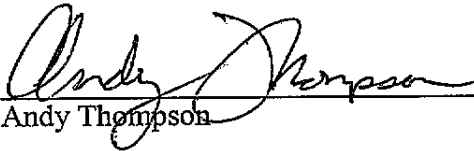

Glenn E. Johnson, Director


Nelle B. Norman, Director

**Statement of Acceptance
of Registered Agent**

I, Andy Thompson, agree to serve as the registered agent for Northeast Florida Kiwanis Regional Science and Engineering Fair, Inc. pursuant to Section 617.0501 of the Florida Not For Profit Corporation Act (the "Act"). I am familiar with and accept the obligations of a registered agent under Sections 617.0501 and 617.0503 of the Act.

August 24, 1999
Date


Andy Thompson

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Northeast Florida Kiwanis Regional Science and Engineering Fair, Inc.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See attached restated Articles of Incorporation.

SECOND: The date of adoption of the amendment(s) was: August 24, 1999

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Northeast Florida Kiwanis Regional Science and Engineering Fair, Inc.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Andy Thompson

Typed or printed name

Treasurer/Director

September 8, 1999

Title

Date