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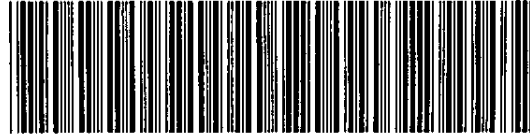
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Am Restated
AUG 26 2015
T. LEMIEUX

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARION COUNTY 4-H FOUNDATION, INC.

ORIGINAL

FILED
15 AUG 24 AM 11:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE

TO: Department of State
Tallahassee, FL 32314

The undersigned, as Chairperson of the Board of Directors and Secretary of Marion County 4-H Foundation, Inc. (the "Corporation"), a not-for-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes, do hereby certify:

That the original Articles of Incorporation were filed with the Florida Secretary of state on May 22, 1980; and

That on August 20, 2015, the Board of Directors of the Corporation voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a majority vote of its members as provided for in the current Articles of Incorporation of the Corporation; and

That on August 20, 2015, the members of the corporation voted to amend and restate in their entirety the current Articles of Incorporation by a vote of at least two-thirds its members as provided for in the current Articles of Incorporation; and

That any amendments included in this Restatement have been adopted pursuant to Chapter 617, Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation and the provisions of these Restated Articles of Incorporation other than the inclusion of the amendments and other matters of historical interest.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

Article I - Name

The name of the corporation shall be **Marion County 4-H Foundation, Inc.**

Article II - Principle Office

The principle office of the Corporation is 2232 NE Jacksonville Rd., Ocala, Marion County, FL 34470.

Article III - Duration

The term for which this Corporation shall exist shall be perpetual, unless dissolved by law or by written consent of a majority of the Board of Directors of the Corporation (the "Board").

Article IV - Purpose

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purposes for which this corporation is organized are as follows:

- A. To promote the educational objectives of the Florida Cooperative Extension service, University of Florida and Marion County; to foster mental, physical, social, spiritual, and all other aspects of youth development; to support County Extension programs in the interest of youth as the Board of Directors of the Corporation may deem appropriate; to do all and everything necessary and proper for the accomplishment of all the objectives enumerated in its Articles of Incorporation or necessary or incidental to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation as provided by law. In the event of dissolution of the Corporation, all of its property, whether real, personal, or mixed, and wheresoever situated, shall vest immediately in Marion County 4-H Association.
- B. To sponsor and develop community facilities of a charitable or educational nature, including building facilities, to provide for the needs and to aid the institution in operation of the Corporation.
- C. To operate exclusively for the purposes of charitable, educational and social welfare goals and to explore and utilize the special creative force of the Marion County 4-H Foundation, Inc. objectives in benefiting the public and private sectors of community life.
- D. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and, in particular, lands, buildings, business concerns and undertakings, shares of stocks, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and an interest in real or personal property.
- E. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the Corporation and, if deem proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

- F. To sell, improve, manage develop, lease, mortgage, dispose, of or otherwise turn to account or deal with all or any part of the property of the Corporation.
- G. To carry on business at any place or places within the jurisdiction of the United States or in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
- H. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, firm, corporation, private, public and municipal body politic under the Government of the United States, or any state, territory or colony thereof, or any foreign government, so far as, and to the extent that, the same may be done and performed by corporations organized pursuant to Florida law.
- I. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposed or powers or any of them.

Article V - Membership

Section 1, General: Membership in the Corporation shall be open to all persons regardless of race, creed, color, religion, national origin, gender, disability, or sexual orientation; or in accordance with current non-discrimination policies of the Florida Cooperative Extension.

Section 2, Honorary Members: The number shall be determined from time to time by the Board of Directors. An honorary member shall be a recognized leader in his or her field of endeavor and in the community in which he or she lives. Honorary members shall be selected from diversified occupations and geographic locations so that this membership will represent a broad cross section of leaders in the area in which the Corporation operates. Honorary membership shall have such rights and duties as set forth in the Bylaws of the Corporation.

Section 3, Donor Members: The number of donor members shall be determined from time to time by the Board of Directors. Donor members shall be persons, organizations, corporations, and agencies interested in the educational objectives of the Corporation who upon approval of the Board of Directors enter into a contract or memorandum of understanding with the Corporation to support the objectives of the program of the Corporation. Donor members shall have such rights and duties as set forth in the Bylaws of the Corporation.

Section 4, Ex Officio: The County 4-H Extension Agent(s), the County Extension Director, and a member appointed by the Chairman of the Marion County Advisory Committee shall be ex officio members of the Corporation.

Article VI – Board of Directors

The lawful authority and power of this Corporation and management of the affairs of the Corporation shall be exercised by, conducted or carried on by, or authorized to be conducted and carried on by the **Board of Directors** which shall consist of at least seven (7) nor more than twenty (20) in members and the number shall be determined from time to time by the Bylaws of the Corporation. They shall be selected from the geographical locations in which the Corporation operates, and shall be elected by the membership at the annual meeting of the membership, which shall be held at the time and place provided by the Bylaws.

The qualifications, manner and time of selection, duties and responsibilities of the Board shall be published in the Bylaws. Non-appointed members of the Board shall be elected to three (3) year terms. No General Members shall serve on the Board for more than two (3) consecutive terms, except that the President of the Corporation may serve as a full voting member of the Board for one year following the conclusion of his/her term as President.

Article VII - Officers

Section 1. General: The Bylaws of said Corporation shall define the duties of the Officers of the Corporation; and that the manner of election and term of office the Officers of the Corporation shall be as set forth in the Bylaws of the Corporation.

Section2. Elections: The Corporation Membership, their nominations, election or appointment, installation of election or appointment, power and authority shall be in accordance with the provisions of the Bylaws of this Corporation.

Section 3. Officers: The Corporation shall have the following officers: President, Vice-President, Secretary and Treasurer. The President and Vice-President must be members of the Board of Directors.

Section 4. Qualifications: The President, Vice-President, Treasurer, and Secretary must be members of the Corporation. The qualifications, manner and time of selections, duties and responsibilities of said officers shall be established by the Bylaws.

Article VII – Meetings

The Corporation shall meet at least two (2) times annually. The annual meeting of the Corporation shall be held as may be provided by the Bylaws. The Corporation may provide in its Bylaws for the holding of additional regular and special meetings and the appropriate notice for such meetings.

Article VIII – Fiscal Year Finances

Fiscal Year: The Bylaws of said Corporation shall define the fiscal year (September 1 – August 31).

Article IX – Bylaws

The Bylaws of the Corporation are to be made, modified or rescinded in such manner as it provided for in the bylaws of the Corporation, provided, however, that the initial adoption of Bylaws for the Corporation shall be two-thirds (2/3) majority vote of the Board of Directors present and voting at such meeting duly called for the purposes of adopting Bylaws for the Corporation.

Article X – Amendments

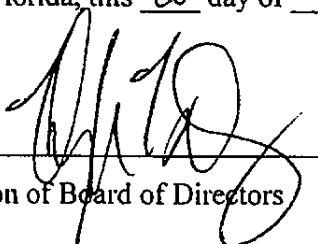
The manner of adoption of amendments to the Articles of Incorporation are as follows:

Amendments shall be submitted in writing to the Board of Directors; and approved by a majority of the Board of Directors; and then approved by at least two-thirds (2/3) of the members present and voting at a general meeting of the membership.

Article XI

No part of the net earnings of this Corporation shall be distributed to, or inured to the benefit of, any member, Trustee, or Officer of this Corporation, contributor or private individual. In the event of dissolution of the Marion County 4-H Foundation, Inc. and after all outstanding obligations are satisfied, all remaining funds of the Foundation will be transferred to the Marion County 4-H Association, or if such Association no longer exists, to University of Florida 4-H Foundation, Inc. within 30 days of the termination or when the Foundation is dissolved.

In witness whereof, the undersigned have made and subscribed these Articles of Incorporation in Ocala, Florida, this 20th day of August 2015.



Chairperson of Board of Directors

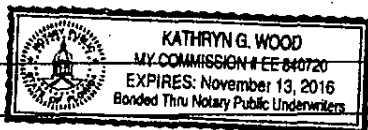
Aug. 20, 2015

Date

Sworn to and subscribed by Hugh F. Dailey as Chairperson of the Board of Directors, who personally appeared before me on this 29 day of August, 2015, and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts contained therein are true.

Personally known or Produced _____ as Identification.

Kathryn G Wood Notary Public



(Printed/Typed Name of Notary Public)

[Signature]
Name

08/20/15
Date

Secretary

State of Florida

County of Marion

Sworn to subscribed by Kyle R. Fisk, as Secretary, who personally appeared before me on this 20 Day of August, 2015, and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts contained therein are true. Personal known or Produced _____ as identification.

Kathryn G Wood Notary Public



Printed/Typed Name of Notary Public

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for Marion County 4-H Foundation, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I

hereby agree to act in such capacity and agree to comply with the provision of the applicable law relative to keeping open an office for such purpose

Ashley H.K. Stewart
Bridy Gill Stewart Registered Agent.