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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEART OF THE CITY FOUNDATION, INC.**

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*Amended
Restated*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEART OF THE CITY FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

(formerly known as The First Presbyterian Church of Orlando Foundation, Inc.)

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Pursuant to Florida Statute, Section 617.1007, this Florida corporation not for profit has adopted these Amended and Restated Articles of Incorporation, which do not contain any amendments to the existing Articles of Incorporation that would require member approval, and which were approved by a two-thirds (2/3) vote of its Board of Trustees on June 27, 2011.

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation is: HEART OF THE CITY FOUNDATION, INC.

The principal office and mailing address of the Corporation is located at:

106 East Church Street
Orlando, Florida 32801

**ARTICLE II
DEFINITIONS**

"Articles" or *"Charter"* shall mean these Amended and Restated Articles of Incorporation, as amended from time to time.

"Board" shall mean the Board of Trustees of the Foundation as described in Article VII herein.

"Bylaws" shall mean the rules for the regulation and management of the affairs of the Foundation as adopted and modified pursuant to Article X herein.

"Foundation" shall mean Heart of the City Foundation, Inc.

"IRC" shall mean the Internal Revenue Code of 1986, as amended from time to time, and any reference to specific section of the IRC shall include the corresponding provision of any future United States Internal Revenue Law.

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ARTICLE III
CORPORATE PURPOSES

The general nature, object and purpose of the Foundation shall be to create a foundation which shall be organized exclusively for charitable, religious or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3), and toward that end and in furtherance of such objects, it is authorized to accept, hold, administer, invest and disburse for charitable, religious or educational purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other person, persons, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable, religious or educational organizations; to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

ARTICLE IV
CORPORATE EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE V
CORPORATE POWERS

The Foundation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Foundation's exempt purposes as provided in Article III above.

ARTICLE VI
MEMBERS

The Foundation shall have no members. The Board may from time to time, by amendment to the Bylaws, authorize the establishment of nonvoting membership. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Foundation.

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ARTICLE VII
BOARD OF TRUSTEES

The affairs of the Foundation shall be managed by a Board of Trustees. The number, term, qualifications, and manner of election of the Trustees shall be as set forth in the Bylaws and the terms may be staggered, if so provided in the Bylaws.

ARTICLE VIII
OFFICERS

The officers of the Foundation shall be elected by the Board. The specific offices, terms of office, qualifications, duties and manner of election of the officers shall be as set forth in the Bylaws.

ARTICLE IX
LIMITATIONS

Income derived from the assets of this Foundation shall be disbursed for charitable, religious or educational purposes. Such disbursements shall be at the approval and direction of the Trustees. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Trustees, Officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to IRC Section 501(c)(3) and to which deductible contributions may be made under IRC Sections 170, 2055, or 2522, as applicable.

ARTICLE X
BYLAWS

The Bylaws of this Foundation shall be made, altered or rescinded by a two-thirds (2/3) vote of the Trustees of the Foundation present at any meeting of the Board, provided written notice of the proposed Bylaws or amendments shall be given the Trustees at least one week prior to the date of such meeting.

ARTICLE XI
AMENDMENTS

These Articles may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the Trustees of the Foundation present at any annual or special meeting provided that due notice of the proposed amendment has been given to the Trustees, as the case may be, in accordance with the provisions of the Bylaws.

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**ARTICLE XII
DISSOLUTION**

Upon dissolution of the Foundation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT**

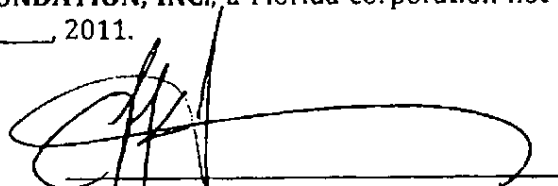
The Registered Agent for the Foundation is:

KEVIN T. TAYLOR

The street address of the Registered Office of the Foundation is

106 East Church Street
Orlando, Florida 32801

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of **HEART OF THE CITY FOUNDATION, INC.**, a Florida corporation not for profit, on this 11th day of July, 2011.



Kevin T. Taylor
Chairman of the Board of Trustees

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11 day of July, 2011, by **Kevin T. Taylor** as **Chairman of the Board of Trustees of Heart of the City Foundation, Inc.**, a Florida corporation not-for-profit, [] who is personally known to me, or [] who has produced _____ as identification.

Natalie Hamer
Notary Public

