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September 3, 2002

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

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Re: The Floyd C. Johnson and Flo Singer Johnson Foundation, Inc.,
a Florida corporation not for profit
Document # N00000004051

Ladies and Gentlemen:

On behalf of my client, the above-named Florida corporation not for profit, I submit for approval and filing Articles of Restatement. These Articles of Restatement have been executed by Floyd C. Johnson, as its President and Founding Director.

Also enclosed is my check payable to the Department of State in the amount of \$43.75. Please apply these funds to the \$35.00 filing fee for the restated articles and \$ 8.75 to the issuance and transmittal to me of a certified copy of the Articles of Restatement.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP

RAK/cp
Enclosures

Robert A. Kimbrough

FILED
02 SEP -5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended
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ARTICLES OF RESTATEMENT OF
THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION, INC.
A NON PROFIT CORPORATION

Pursuant to the provisions of Florida Statutes, Section 617.1007, the undersigned Florida non profit corporation adopts the following Articles of Restatement to its Articles of Incorporation.

FIRST:

The name of the corporation is THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION, INC.

SECOND:

The text of the Restated Articles of Incorporation in its entirety is attached hereto containing six (6) pages.

THIRD:

The Restatement does contain amendments to the articles requiring Board of Directors approval, the Board of Directors constituting the membership of the Corporation.

FOURTH:

The date of adoption of the amendments was August 27, 2002.

FIFTH:

The Articles of Restatement including the amendments therein were adopted by the Board of Directors, which constitute the members of the Corporation, and the number of votes cast for the amendments was sufficient for approval.

DATED this 27th day of August, 2002.

FLOYD C. JOHNSON AND FLO SINGER JOHNSON
FOUNDATION, INC.

By: [Signature]

FLOYD C. JOHNSON, President and Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESTATED
ARTICLES OF INCORPORATION
OF
THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION, INC.
A NON PROFIT CORPORATION

We, the undersigned, being the directors of The Floyd C. Johnson and Flo Singer Johnson Foundation, Inc., a non profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do hereby amend the Articles of Incorporation in its entirety, to read as follows:

ARTICLE I

The name of the corporation shall be **THE FLOYD C. JOHNSON AND FLO SINGER JOHNSON FOUNDATION, INC.** The principal place of business of this corporation shall be Building R, 3900 Clark Road, Sarasota, Florida 34233.

ARTICLE II

(A) The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all charitable organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the charitable purposes herein above set forth. The omission of the term "religious" as one of the charitable purposes of this foundation is intentional. The founders of this foundation have the express intent to support all charitable causes set forth in Internal Revenue Code Section 501(c)(3) except those charitable purposes which are religious. Neither directly religious charities, nor charities which are indirectly supportive of religious activities or charities are to be supported by the assets or income of this Foundation.

(B) All the assets and earnings shall be used exclusively for the charitable purposes herein above set out, including the payment of expenses incidental thereto.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes, other than religious purposes. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes, other than religious purposes, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or any they may be hereafter 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 of shall be distributed in accordance with the direction of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(C) Notwithstanding any other provisions of these articles:

1. This Corporation shall not carry on any activities not permitted to be carried on:

(a) By a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law, or

(b) By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

2. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4924 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

4. The Corporation shall not retain any excess business holds as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

5. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III

The membership of this Corporation shall consist of all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the directors of the corporation.

ARTICLE IV

The name and street address of the incorporator to these Articles of Incorporation is:

FLOYD C. JOHNSON
30 Mira Mar Court
Sarasota, Florida 34236

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The business of this Corporation shall be managed by the Board of Directors. The Corporation shall have five directors. The number of directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three. The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addressees of the persons who are to serve as directors for the ensuing year are:

- ✓ 1. **FLOYD C. JOHNSON**
30 Mira Mar Court
Sarasota, Florida 34236
2. **CHARLOTTE S. (FLO) JOHNSON**
30 Mira Mar Court —
Sarasota, Florida 34236
- ✓ 3. **DUANE C. MAGNUSON**
3900 Clark Road, Building R
Lake Shore Village Plaza
Sarasota, Florida 34233
4. **DAVID R. JONES**
1619 Alderman
Sarasota, Florida 34236
5. **DIANE BARTH**
1144 Morningside Place
Sarasota, Florida 34236

ARTICLE VII

The officers of the Corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation are:

- ✓ 1. **FLOYD C. JOHNSON, President**
- ✓ 2. **DUANE C. MAGNUSON, Secretary**

3. **KEITH A PITTENGER, Treasurer**

ARTICLE VIII

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

The foregoing provision in these Articles prohibiting any distribution or contribution from this charitable foundation to any religious organization or to any other organization for religious purposes is included at the specific direction of a majority of the original and founding members and directors. Specifically, the founding members and directors, **FLOYD C. JOHNSON** and **CHARLOTTE M. JOHNSON**, whose funds have exclusively funded this corporate foundation to the time of this amendment and whose funds will fund it in the future, specifically direct that none of the funds of this Foundation shall be contributed or distributed to any religious organization or to any other organization for a religious purpose, although they impose no other restrictions with regard to charitable uses and purposes. Therefore, by this provision in these Articles of Incorporation, it is specified that these Articles of Incorporation shall never be amended to remove from these Articles of Incorporation the foregoing prohibition against any contribution or distribution to a religious organization or for a religious purpose. Except as provided in this provision with respect to the prohibition against religious distributions, these Articles of Incorporation may be amended as provided by law.

ARTICLE X

Except as provided above in **ARTICLE IX**, these Articles of Incorporation may be amended by a majority vote of the Board of Directors.



ARTICLE XI

The street address of the registered office of this Corporation shall be 1605 Main Street, Suite 1010, Sarasota, Florida 34236, and the name of the initial registered agent of the Corporation at that address is **KEITH A. PITTENGER**.