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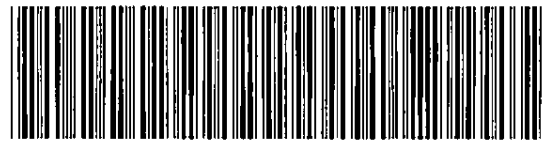
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COVER LETTER

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

The Dianne T. and Charles E. Rice Foundation

SUBJECT: _____
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00 Filing Fee
 \$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy
 \$52.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

Celeste R. Green

FROM: _____
Name (Printed or typed)

50 North Laura Street, Suite 1700

Address

Jacksonville, Florida 32202

City, State & Zip

904.228.4184

Daytime Telephone number

planqueen@me.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

231.11-2 01/14/02

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME Dianne T. and Charles E. Rice Family Foundation

The name of the corporation is: _____

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: _____

The Foundation is organized pursuant to the Florida Not for Profit Corporation Act set forth in _____

Chapter 617 of the Florida Statutes as a not for profit corporation. _____

_____ No part of the net earnings of the Foundation shall inure to the benefit of or be distributable

_____ to its incorporators, directors, 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 purpose set forth Article III, 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

_____ statements) any political campaign on behalf of or in opposition to any candidates for public office. _____

_____ Furthermore, the Foundation (i) shall distribute its income at such time and in such manner

_____ as not to become subject to the tax on undistributed its income at such time and in such

_____ time manner as not to become subject to the tax on undistributed income imposed by Section 4942

_____ of Internal Revenue Code (ii) shall not engage in any act of self-dealing as defined in

_____ Section 4941(d) of the Internal Revenue Code (iii) shall not retail any excess business

_____ holdings as defined in Section 4943(c) of the Internal Revenue Code (iv) shall not make any

_____ investments in such a manner as to subject it to tax under Section 4944 of the Internal

_____ Revenue Code (v) shall not make any taxable expenditure as defined in Section 4945(d) of

_____ the Internal Revenue Code; and , (vi) in accordance with the provisions of Florida law for _____

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>C</u>	<u>Charles E. Rice</u>	<u>Deceased</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Michelle D. Rice</u>	<u>Deceased</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>John M. Donovan</u>	<u>Deceased</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Celeste Rice Green</u>	<u>50 North Laura St, Ste 1700 Jacksonville, FL 32202</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>C. David Rice</u>	<u>50 North Laura St, Ste 1700 Jacksonville, FL 32202</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Charles Daniel Rice</u>	<u>50 North Laura St, Ste 1700 Jacksonville, FL 32202 (See additional page)</u>

ARTICLE III OFFICERS AND/OR DIRECTORS - Continuation

7)_x_ Add	<u>D</u>	<u>Rachel Lee Rice</u>	50 North Laura Street, Ste. 1700 Jacksonville, FL 32202
8)_x_ Add	<u>D</u>	<u>Frances Marie Rice</u>	50 North Laura Street, Ste. 1700 Jacksonville, FL 32202

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Dianne T. and Charles E. Rice Family Foundation

Name:

50 North Laura St., Suite 1700

Address:

Jacksonville, FL 32202

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Charles Daniel Rice



Required Signature/Registered Agent

November 1, 2023
Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

The date of each amendment(s) adoption is: _____
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment was/were sufficient for approval by

Adopted at the Annual Meeting on April 17, 2023 by the Board of Directors of the Dianne T. and Charles E. Rice Family Foundation

(voting group)

ARTICLE V
Members

The Foundation shall have no members.

ARTICLE VII
Board of Directors

Section 1. Number of Directors. The number of directors to serve on the Board of Directors of the Foundation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election and Terms. Directors will be elected by a majority vote of the Board of Directors. Each director (including initial directors and any additional directors) shall serve three-year terms except in the case of death, incapacity, resignation or removal, at which time the remaining directors shall fill the vacancy. Initially, such three-year terms, may be shorter than three years in order to create staggered terms; provided however, that all succeeding terms be for three years. Any director may nominate an individual (except himself or herself in the case of existing directors whose terms have expired) for a seat on the Board of Directors. Any director whose term expires is eligible for reappointment. Any individual is eligible for board service even if they have no familial relationship to Charles E. and/or Dianne T. Rice are not entitled, based solely on each relationship, to a seat on the Board of Directors. If at any time there are not directors serving, a court of competent jurisdiction shall appoint one director who shall then fill the remaining vacancies. No individual shall be named or elected as a director without prior consent.

Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the Foundation are:

<u>Name</u>	<u>Address</u>
Charles E. Rice	50 North Laura St., Suite 4200, Jacksonville, FL 32202
Dianne T. Rice	50 North Laura St., Suite 4200, Jacksonville, FL 32202
C. Danlel Rice	50 North Laura St., Suite 4200, Jacksonville, FL 32202
Julie F. Rice	50 North Laura St., Suite 4200, Jacksonville, FL 32202
John M. Donovan	50 North Laura St., Suite 4200, Jacksonville, FL 32202
Celeste Rice Donovan	50 North Laura St., Suite 4200, Jacksonville, FL 32202
Michelle D. Rice	50 North Laura St., Suite 4200, Jacksonville, FL 32202

ARTICLE VIII EFFECTIVE DATE:

November 1, 2023

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

November 1, 2023

Dated: _____

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Celeste Rice Green

(Typed or printed name of person signing)

President

(Title of person signing)

RESSTATED ARTICLES OF INCORPORATION

OF

THE DIANNE T. AND CHARLES E. RICE FAMILY FOUNDATION, INC.

(A Corporation Not For Profit)

ARTICLE I

Name and Address

The name of this corporation is The Dianne T. and Charles E. Rice Family Corporation, Inc. (the "Foundation"). The current address and principal office of the Foundation is Bank of America Center, Suite 1700, 50 North Laura Street, Jacksonville, Florida 32202. The Foundation shall maintain its principal place of business in the City of Jacksonville, County of Duval, Florida.

ARTICLE II

The Foundation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III

Purposes

The Foundation is organized and shall be operated exclusively for charitable, religious, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Restrictions

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporators, directors, 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. 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 or in opposition to any candidate for public office.

Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section

4942 of Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; (v) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code; and, (vi) in accordance with the provisions of Florida law for corporations not for profit, shall not have the power to declare dividends.

ARTICLE V
Members

The Foundation shall have no members.

ARTICLE VI
Incorporator

The name and address of the Incorporator is:

C. Daniel Rice
Bank of America Center, Suite 1 700
50 North Laura Street
Jacksonville, Florida 32202

ARTICLE VII
Board of Directors

Section 1. Number of Directors. The number of directors to serve on the Board of Directors of the Foundation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election and Term. Directors will be elected by a majority vote of the Board of Directors. Each director (including initial directors and any additional directors) shall serve three-year terms except in the case of death, incapacity, resignation or removal, at which time the remaining directors shall fill the vacancy. Initially, such three-year terms may be shorter than three years in order to create staggered terms; provided however, that all succeeding terms be for three years. Any director may nominate an individual (except himself or herself in the case of existing directors whose terms have expired) for a seat on the Board of Directors. Any director whose term expires is eligible for reappointment. Any individual is eligible for board service even if they have no familial relationship to Charles E. and/or Dianne T. Rice. At the same time, individuals with a familial relationship to Charles E. and/or Dianne T. Rice are not entitled, based solely on each relationship, to a seat on the

Board of Directors. If at any time there are not directors serving, a court of competent jurisdiction shall appoint one director who shall then fill the remaining vacancies. No individual shall be named or elected as a director without prior consent.

Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the Foundation are:

<u>Name</u>	<u>Address</u>
Charles E. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Dianne T. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
C. Daniel Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Julie F. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
John M. Donovan	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Celeste Rice Donovan	50 N. Laura St., Suite 4200, Jacksonville, FL 32202
Michelle D. Rice	50 N. Laura St., Suite 4200, Jacksonville, FL 32202

ARTICLE VIII
Amendments

The Articles of Incorporation may be amended by a majority vote of the directors at any meeting at which a quorum is established.

ARTICLE IX
Registered Agent

The street address of the initial registered office of this Foundation shall be at Bank of America Center, Suite 3300, 50 North Laura Street, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be C. Daniel Rice.

ARTICLE X
Indemnification

The Foundation shall indemnify any office, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

ARTICLE XI
Dissolution

Upon dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, religious, educational, literary, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE XII
Internal Revenue Code

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREFOR, the undersigned subscribing incorporator, has hereunto set my hand and seal this 1st day of November, 2023, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Celeste R. Green

THIS DOCUMENT IS AN AMENDMENT APPROVED IN 2003 THAT WILL NOW BE OVERRIDDEN
BY THE SECOND AMENDMENT UNDER CONSIDERATION FOR APPROVAL

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE DIANNE T. AND CHARLES E. RICE FAMILY FOUNDATION, INC.
DOCUMENT NUMBER: N01000000700

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned
Corporation adopts the following amendment to its Articles of Incorporation.

FIRST: The Articles of Incorporation of this Corporation are amended by changing
Article VIII.

Section 2. Election and Term. Each director (including initial directors and any
additional directors) shall serve three-year terms except in the case of death,
incapacity, resignation or removal at which time the remaining directors shall fill the
vacancy. Any director may nominate any individual (except himself or herself in the
case of existing directors whose terms have expired) for a seat on the Board of
Directors. Any director whose term expires is eligible for reappointment. The Chairman
of the Board shall also serve a three-year term and is eligible for reappointment but
cannot serve more than two consecutive terms. Any individual is eligible for board
service even if they have no familial relationship to Charles E. and/or Dianne T. Rice. At
the same time, individuals with a familial relationship to Charles E. and/or Dianne T.
Rice are not entitled, based solely on such relationship, to a seat on the Board of
Directors. If at any time there are no directors serving, a court of competent jurisdiction
shall appoint one director who shall then fill the remaining vacancies. No individual
shall be named or elected as a director without his prior consent.

SECOND: The date of adoption of the amendment was October 19, 2003.

THIRD: There are no members. The amendment was adopted by the Board of Directors.

Signed on October, 24, 2003.

THE DIANNE T. AND CHARLES E. RICE
FAMILY FOUNDATION, INC.

By: 

Print: Celeste R. Green

Its: President