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FOUNDATION, INC**

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STATE OF FLORIDA
 NON-PROFIT CORPORATION
 AMENDED AND RESTATED
 ARTICLES OF INCORPORATION
 OF
 PALM BEACH COUNTY LITERACY COALITION FOUNDATION, INC.

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 2017

Pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes, the PALM BEACH COUNTY LITERACY COALITION FOUNDATION, INC., a Florida not-for-profit corporation (the "Foundation"), originally incorporated on May 30, 2017, does hereby certify that these Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on May 30, 2017. The Foundation's Document Number is N17000005743.

ARTICLE I
 NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of the corporation is the **Palm Beach County Literacy Coalition Foundation, Inc.**
- (b) The Foundation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Foundation is 3651 Quantum Boulevard, Boynton Beach, FL 33426. The principal office and mailing address of the Foundation may be changed to such other address as may be determined by the Board of Directors from time to time.
- (d) The registered agent of the Foundation is Kristin Calder whose address is 3651 Quantum Boulevard, Boynton Beach, FL 33426.

ARTICLE II
 PURPOSES

(a) The Foundation is organized exclusively for the charitable, educational, literary, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as a "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of the Palm Beach County Literacy Coalition, a Florida not for profit corporation doing business as the Literacy Coalition of Palm Beach County ("Coalition") an organization described in Section 501(c)(3) of the Code. The Foundation intends to qualify and at all times operate as a Type I supporting organization. In carrying out its purpose, the Foundation will support and benefit the purposes of Coalition.

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(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) The Foundation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation and payments and distributions may be made in furtherance of one or more of its purposes); and no Director, Officer, or any private individual shall be entitled to share in the distributions of any of the Foundation's assets on dissolution of the Foundation.

(ii) No substantial part of the activities of the Foundation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Foundation has chosen to utilize the benefits authorized by that statutory provision). The Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Foundation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to the Coalition or, if the Coalition is no longer qualified under Section 501(c)(3) of the Code, then to charitable organizations then qualified under Section 501(c)(3) of the Code or to the federal government, or to a state or local government, for a public purpose.

(v) The Foundation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III
CORPORATE POWERS

The Foundation shall have and exercise any and all powers, rights and privileges afforded 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 II.

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ARTICLE IV
DIRECTORS

The affairs and business of the Foundation shall be managed by its Board of Directors, which shall have at least three (3) members. The members of the Board of Directors, officers of the Foundation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Foundation.

ARTICLE V
MEMBERS

The Foundations shall have one (1) Member. The Member of the Foundation is the Coalition. At no time shall the Foundation have more than one (1) Member, unless otherwise determined solely by the Coalition.

ARTICLE VI
AMENDMENTS TO ARTICLES

From time to time, and in furtherance of the exempt purposes for which the Foundation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Directors. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Foundation.

ARTICLE VII
BYLAWS

The Board of Directors of the Foundation shall adopt such Bylaws for the conduct of the business of the Foundation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation.

ARTICLE VIII
INDEMNIFICATION

The Foundation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Foundation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Foundation, or of any other corporation, partnership, joint venture, trust or other enterprise on which he or she served as such at the request of the Foundation, against judgments, fines, reasonable amounts

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paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

ARTICLE IX
INCORPORATION

The name and address of the incorporator of the Foundation is Kristin Calder, 3651 Quantum Boulevard, Boynton Beach, Florida 33426.

Signed by the Sole Member and incorporator of the Foundation have executed these Amended and Restated Articles of Incorporation this 6 day of December, 2017.

PALM BEACH COUNTY LITERACY
COALITION, INC.

By: Kristin Calder
Kristin Calder, Chief Executive Officer

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