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THE PETWAY FAMILY FOUNDATION, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PETWAY FAMILY FOUNDATION, INC.
a Florida not-for-profit corporation
(Document No. N17557)**

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These Amended and Restated Articles of Incorporation (the "Articles of Incorporation") of The Petway Family Foundation, Inc., a Florida not for profit corporation, entirely amend and restate those certain Articles of Incorporation of The Universal Foundation, Inc., a Florida not for profit corporation, dated October 22, 1986 (the "Original Articles"). The Original Articles were amended by that certain Amendment to Articles of Incorporation of The Universal Foundation, Inc., dated December 1, 1997 (the "Amendment"), pursuant to which the name of the corporation changed from The Universal Foundation, Inc. to The Petway Family Foundation, Inc.

These Articles of Incorporation were adopted on October __, 2019 by written consent of all members of the Board of Directors, which persons constitute all of the persons entitled to vote upon an amendment and restatement of the corporation's Original Articles, as amended by the Amendment, pursuant to F.S. § 617.1007. These Articles of Incorporation shall be effective upon their filing with the Florida Secretary of State.

**ARTICLE I
NAME**

The name of the Corporation is **BRETTE PETWAY FOUNDATION, INC.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 1535 Upland Avenue, Boulder, Colorado 80304.

**ARTICLE III
TERM**

The term of the Corporation is perpetual unless dissolved pursuant to law.

**ARTICLE IV
PURPOSE**

4.1 The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code") and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

4.2 The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

4.3 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 reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no members, directors, officers, or other private persons, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

4.5 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

4.6 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

4.7 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

4.8 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

4.9 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

4.10 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4.11 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE V **BOARD OF DIRECTORS**

5.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but in any event there shall never be less than one (1) director. The directors shall be elected pursuant to such procedures as are specified in the Bylaws.

5.2 Directors. The initial director(s) of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Brette E. Petway	1535 Upland Avenue Boulder, Colorado 80304

5.3 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not For Profit Corporation Act, as amended from time to time.

ARTICLE VI **BYLAWS**

The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE VII **REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Milam Howard Nicandri Gillam & Renner, P.A.
Attn: G. Alan Howard
14 East Bay Street
Jacksonville, Florida 32202

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Milam Howard Nicandri Gillam & Renner, P.A.
Attn: G. Alan Howard
14 East Bay Street
Jacksonville, Florida 32202

ARTICLE IX
STOCK AND DIVIDENDS PROHIBITED

The corporation shall have no capital stock, pay no dividends, distribute no part of the net income of its members, officers or trustees, and the private property of the its members shall not be liable for any obligation to the corporation.

ARTICLE X
DISSOLUTION

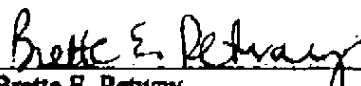
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes set forth, as of this 24 day of October, 2019.

DIRECTOR:


Brette E. Petway

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

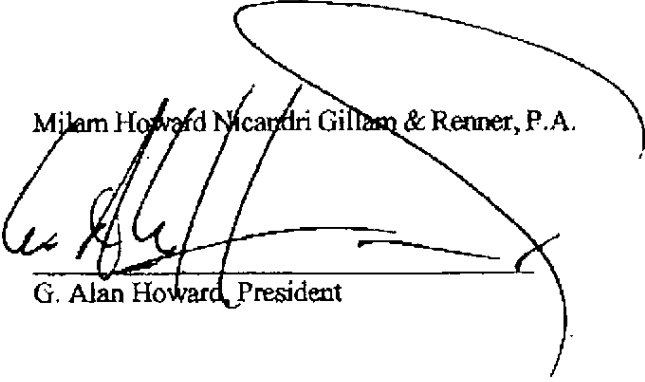
Brette Petway Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 1535 Upland Avenue, Boulder, Colorado 80304, appoints Milam Howard Nicandri Gillam & Renner, P.A., 14 East Bay Street, Jacksonville, Florida 32202 as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 25th day of October, 2019.

Milam Howard Nicandri Gillam & Renner, P.A.


G. Alan Howard, President