

Division of Corporations

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*Amended & Restated*  
*Art.*  
*10/23/12*

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE GATOR BOWL ASSOCIATION, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of this corporation (the "Corporation") shall be: THE GATOR BOWL ASSOCIATION, INC.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Corporation will be located at 1 Gator Bowl Boulevard, Jacksonville, Florida 32202, or at such other address as may be determined by the Board of Trustees.
- (d) The resident agent of the Corporation is Richard M. Catlett, whose office address is 1 Gator Bowl Boulevard, Jacksonville, Florida 32202.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized and shall be operated exclusively for the promotion of charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law, including, without limitation:

- (i) to promote intercollegiate football contests within Northeast Florida;
- (ii) to encourage support, participation and interaction among government, business and the general public to support and promote intercollegiate athletics and athletic contests within Northeast Florida;
- (iii) to initiate, stimulate and improve intercollegiate athletics programs for student-athletes and to promote and develop educational leadership, physical fitness, athletics excellence and athletics participation as a recreational pursuit;
- (iv) to organize public exhibitions of intercollegiate athletics within Northeast Florida;

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(v) to cooperate with other amateur athletics organizations in promoting and conducting national and international athletics events;

(vi) to promote and support community youth athletic activities and events;  
and

(vii) to solicit, receive and administer funds exclusively for such other charitable, literary and educational purposes as are permitted for an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code.

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

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no Trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation 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 the Treasury 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 Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Trustees of the Corporation. Any such assets not so disposed of shall be disposed of by 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.

(v) The Corporation 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.

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ARTICLE III  
POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE IV  
MEMBERSHIP

The membership of this Corporation shall consist of those persons, firms or corporation, who shall signify to the officers of this Corporation their desire and intention to assist in its work by their services or financial support, or both, who shall pay into the treasury of the Corporation the membership fees or dues that may from time to time be assessed, and who shall be acceptable to the Corporation. Duly qualified applicants may be admitted to membership upon submission of their application in writing, together with the deposit of their dues that may be assessed and acceptance of such fees and dues by the Corporation.

Members of the Corporation shall have no voting or other rights except as set forth in these Amended and Restated Articles of Incorporation or in the By-Laws of the Corporation.

ARTICLE V  
BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation. The Trustees shall serve without compensation. The number and the terms of office and qualifications for members of the Board of Trustees of the Corporation and the method in which members of the Board of Trustees of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Trustees shall at no time be no less than three (3).

ARTICLE VI  
BYLAWS

The Board of Trustees of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Trustees may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Trustees shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

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ARTICLE VII  
LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Trustees from time to time by a two-thirds majority vote of the Board of Trustees.

ARTICLE IX  
APPROVAL

The foregoing Amended and Restated Articles of Incorporation of The Gator Bowl Association, Inc. was approved by a two-thirds majority vote of the Board of Trustees at a regular meeting held on September 24, 2012 after proper notice of the meeting which included the proposed Amended and Restated Articles of Incorporation of The Gator Bowl Association, Inc., to be voted upon.

No approval of the members of the Corporation is required to amend the Articles of Incorporation of the Corporation.

Signed by the Chairman of the Board of Trustees on October 1, 2012.

  
Fred D. Franklin, Jr.

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