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COR AMND/RESTATE/CORRECT OR O/D RESIGN
GOODWILL INDUSTRIES OF NORTH FLORIDA, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GOODWILL INDUSTRIES OF NORTH FLORIDA, INC.  
A NOT-FOR-PROFIT CORPORATION**

Pursuant to the Florida Not for Profit Corporation Act, the undersigned, being the President of Goodwill Industries of North Florida, Inc., a Florida not-for-profit corporation (hereafter, the "Corporation"), does hereby certify that: (i) the Articles of Incorporation of Goodwill Industries of North Florida, Inc., were originally filed by charter approved on or about August 5, 1940 and subsequently by Certificate of Reincorporation pursuant to Chapter 617, Florida Statutes, on or about April 6, 1960, and thereafter amended from time to time (the "Existing Articles"); (ii) the Amended and Restated Articles of Incorporation set forth herein were adopted by all of the directors on June 1, 2022, which vote of the directors was sufficient for approval of the amendments set forth herein; (iii) there are no members of the Corporation entitled to vote; (iv) the Existing Articles are hereby amended and restated in their entirety as set forth herein and supersede the Existing Articles.

**ARTICLE I**

**Name**

The name of the Corporation is Goodwill Industries of North Florida, Inc., a Florida not-for-profit corporation.

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office address and mailing address of the Corporation are 4527 Lenox Avenue, Jacksonville, Florida 32205.

**ARTICLE III**

**Purposes**

Consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law, the Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes. More specifically, but without any limitation of the foregoing, the general purpose of the Corporation is to provide assistance to individuals who face barriers to employment, by providing innovative employment, training, education, placement services and career opportunities and to engage in other charitable activities, with the ultimate goal to enable individuals to acquire employment and develop careers.

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#### ARTICLE IV

##### Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon not-for-profit corporations by the Florida Not for Profit Corporation Act, including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws, and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, that the Corporation 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 of these Articles of Incorporation; and

(c) 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 any candidate for public office.

#### ARTICLE V

##### Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(b) The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The Directors shall be elected and shall serve terms as provided in the Bylaws.

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

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ARTICLE VI

Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VII

Registered Office and Agent

The street address of the registered office of this Corporation is 4527 Lenox Avenue, Jacksonville, Florida 32205, and the name of the registered agent of this Corporation at that address is David Rey.

ARTICLE VIII

Duration

The Corporation shall exist perpetually.

ARTICLE IX

Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

ARTICLE X

Members

The Corporation shall have no members.

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**H22000399115**ARTICLE XIAmendments

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the Board of Directors, and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

ARTICLE XIILiquidation or Dissolution

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed for one (1) or more exempt purposes to, and only to, (i) Goodwill Industries International, Inc., a Massachusetts not-for-profit corporation (hereafter "GII"), or in the event that GII ceases to exist or is not an organization qualified as exempt under Section 501(c)(3) of the Code at the time of such distribution, then, (ii) any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, as determined by the Board of Directors of the Corporation, to best accomplish the charitable purposes of the Corporation, or if such determination by the Directors cannot be made, then (iii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be distributed by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings current or accumulated of the Corporation shall inure to the benefit of a private individual.

ARTICLE XIIIIndemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

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**IN WITNESS WHEREOF**, I, the undersigned, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation of Goodwill Industries of North Florida, Inc. this 1<sup>st</sup> day of June, 2022, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

DocuSigned by:

*David Rey*  
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David Rey, President and Chief Executive Officer