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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROTARY CHARITY FOUNDATION**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

FILED
Oct 06, 2020 08:00 AM
Secretary of State

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SECOND ARTICLES OF AMENDMENT AND RESTATEMENT

of the
ARTICLES OF INCORPORATION
of
ROTARY CHARITY FOUNDATION
DOCUMENT NUMBER: 707546

FILED
Oct 06, 2020 08:00 AM
Secretary of State

Pursuant to the provision of Sections 617.1006 and 617, 1007, Florida Statutes, Rotary Charity Foundation, a Florida not for profit corporation (the "*Corporation*"), adopts the following Second Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Second Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles were adopted by unanimous / majority vote of the Members of the Corporation on September 13, 2020, which was sufficient for approval.

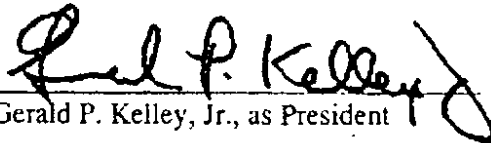
THIRD: The Amended and Restated Articles were adopted effective as of September 14, 2020.

FOURTH: The Amended and Restated Articles shall be effective as of the date filed with the Secretary of State of the State of Florida.

FIFTH: Pursuant to Article I of the Amended and Restated Articles of the Rotary Charity Foundation, the name shall now be Rotary Club of Jacksonville Florida Foundation, Inc.

Signed effective as the 5th day of October, 2020.

ROTARY CHARITY FOUNDATION,
a Florida not for profit corporation

By: 
Gerald P. Kelley, Jr., as President

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EXHIBIT A

**SECOND ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
ROTARY CLUB OF JACKSONVILLE FLORIDA FOUNDATION, INC.
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of this corporation is Rotary Club of Jacksonville Florida Foundation, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address of the Corporation is located at 3249 St. Johns Avenue, Jacksonville, FL 32205 and its mailing address is: P.O. Box 37028, Jacksonville, FL 32236.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable 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 provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law. More specifically, the Corporation intends to support charitable programs that promote general welfare, health, education, access to services for the underserved people and residents of Duval County, Florida.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient 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:

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(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 trustees, 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 TRUSTEES

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

(b) The Corporation shall have thirteen (13) trustees as of the filing of these Articles of Incorporation. The number of trustees may be increased or decreased from time to time according to the Bylaws but shall never be less than three (3) or more than seventeen (17).

(c) The initial Board of Trustees shall consist of those individuals set forth in section (d) of this Article V below. Thereafter, the Board of Trustees shall consist of the such other individuals as elected by the members of the Rotary Club of Jacksonville, Florida, Inc. as provided in the Bylaws. The Board of Directors of the Rotary Club of Jacksonville, Florida, Inc. shall have the sole and exclusive power to change the number of trustees or to elect additional or successor trustees and shall have the power to remove any existing trustee as provided in the Bylaws.

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(d) The names and addresses of the current members of the Board of Trustees are as follows:

NAME	ADDRESS
Gerald P. Kelley, Jr.	2913 Westside Blvd Jacksonville, FL, 32209
John Caulfield	2970 St. Johns Av. Suite 10 E Jacksonville, FL, 32205
Russell D. Grice	219 Newnan St. Jacksonville, FL, 32202
James W. Agee	783 Creighton Rd. Fleming Island, FL, 32003
Sel Buyuksarac	7565 Beach Boulevard Jacksonville, FL, 32216
Sean Mulholland	221 East Adams St. Jacksonville, FL, 32202
Jeanie Taras	1 Independent Drive, Floor 30 Jacksonville, FL, 32202
Rene Parenteau	55 East 3rd Street Jacksonville, FL, 32206
Kelley Shaw	10117 Leisure Lane South Jacksonville, FL, 32256
Joe Follenweider	636 Remington Ct. St. Augustine, FL, 32092
William Sorenson	4417 Beach Blvd, Suite 302 Jacksonville, FL, 32207
Howard Wannamaker	3936 Tar Kiln Road Jacksonville, FL, 32223

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ARTICLE VI OFFICERS

(a) The officers of the Corporation shall be a President, a Vice-President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Trustees at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the initial officers of the Corporation are as follows:

Gerald P. Kelley	President
Bill Sorenson	Vice President
Marie F. Gnage	Secretary
James W. Agee	Treasurer

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 501 Riverside Ave, Suite 600, Jacksonville, FL 32202; the name of the initial registered agent of the Corporation at that address is Fisher, Tousey, Leas & Ball, P.A.

ARTICLE VIII DURATION AND COMMENCEMENT

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE IX MEMBERS

This Corporation shall have no members.

ARTICLE X BYLAWS

(a) The Board of Trustees, 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.

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(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Trustees at any regular meeting, or any special meeting for such purpose, provided that any change in the Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

ARTICLE XI AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Trustees, provided that any change to the Articles of Incorporation regarding the number of Trustees or the manner by which Trustees are elected shall not be effective without the approval of the Board of Directors of the Rotary Club of Jacksonville, Florida, Inc. All power and authority conferred hereby upon officers and the Board of Trustees of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XII CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

ARTICLE XIII LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, 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 the corresponding provision of any future United States Internal Revenue Law;

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(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIV INDEMNIFICATION

The Corporation shall have the power to indemnify officers, directors, employees and agents 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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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

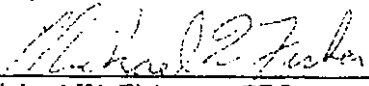
That Rotary Club of Jacksonville Florida Foundation, Inc., desiring to incorporate under the laws of the State of Florida, has named Fisher, Tousey, Leas & Ball, P.A., located at 501 Riverside Ave, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open such office.

FISHER, TOUSEY, LEAS & BALL, P.A.,
a Florida professional service corporation,
as Registered Agent

Date: 10/5, 2020

By: 
Michael W. Fisher, as CEO

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