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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **United Way of Northeast Florida Inc.**

DOCUMENT NUMBER: **Amended and Restated Articles of Incorporation**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Patricia Kilgore**

(Name of Contact Person)

**United Way of Northeast Florida Inc.**

(Firm/ Company)

**1301 Riverplace Blvd. Suite 400**

(Address)

**Jacksonville, FL 32207-1812**

(City/ State and Zip Code)

**patricia@uwnefl.org**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Patricia Kilgore**

(Name of Contact Person)

at ( **904** ) **390-3210**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE UNITED WAY OF NORTHEAST FLORIDA, INC. (A nonprofit corporation)

The following are Amended and Restated Articles of Incorporation of United Way of Northeast Florida, Inc., a not for profit corporation, previously incorporated under the provisions of Chapter 617 of the Florida Statutes. These Amended and Restated Articles of Incorporation were duly purposed and adopted by the Board of Trustees in accordance with the provisions of Chapter 617 of the Florida Not For Profit Corporate Act of the State of Florida on May 16, 2013. This Corporation has no members.

## ARTICLE I – Name

The name of the corporation is United Way of Northeast Florida, Inc. (hereinafter referred to as "United Way").

## ARTICLE II – Principal Office

The principal place of business and mailing address is as follows:

1301 Riverplace Blvd, Suite 400, Jacksonville, FL 32207-1812

## ARTICLE III – Purposes

United Way is a legal non-profit, non-governmental, non-political entity, independent of any other institution or person, domestic or foreign organized exclusively for charitable purposes. The purposes of United Way shall be to engage in any lawful activities for which corporations may be organized under the State of Florida and Duval County, or its corresponding future provisions. To this end, the purpose of United Way is to provide leadership, resources and focus to create deep and lasting change by addressing the three components that are the foundation of successful lives and thriving communities: education, income and health. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## ARTICLE IV – Board of Trustees

The governing body of the United Way shall be a Board of Trustees whose duties, terms of service, manner of election, and meeting schedule are detailed in United Way's bylaws.

## ARTICLE V – Limitations

No part of the net earnings of the United Way shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private person, except that the United Way shall be authorized and empowered to pay reasonable compensation for services actually rendered to the United Way, or allowed by the United Way as a reasonable allowance for authorized expenditures incurred on behalf of the United Way. No substantial part of the activities of the corporation shall be the carrying on of propaganada, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt

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from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or the corresponding section of any future federal tax code.

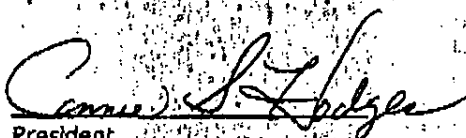
**ARTICLE VI - Indemnification**

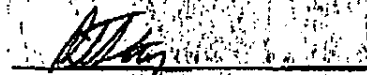
Unless otherwise prohibited by law, the United Way shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Trustees indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the United Way for damages arising out of his or her own gross negligence in the performance of a duty to the United Way.

**ARTICLE VII - Dissolution**

Upon dissolution of the corporation, assets shall be distributed by the Board of Trustees for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation on May 16, 2013.

  
\_\_\_\_\_  
President  
Connie Hedges

  
\_\_\_\_\_  
Board of Trustee Chair