

Division of Corporations

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ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
UNITED WAY OF NORTHEAST FLORIDA, INC.
(A NOT-FOR-PROFIT CORPORATION)
Document Number: 708312

Pursuant to the provisions of Section 617.1006, Florida Statutes, United Way of Northeast Florida, Inc., a Florida not for profit corporation (the "*Corporation*"), adopts the following Articles of Amendment and Restatement ("*Restated Articles*") to amend and restate its Articles of Incorporation.

WHEREAS, the Restated Articles were adopted as of the 13th day of June, 2018 by consent of the majority of the Board of Directors of the Corporation and the Corporation does not have members.

NOW THEREFORE, the members of the Board of Directors of the Corporation hereby agree that the Articles of Incorporation of the Corporation shall be amended and restated as follows:

ARTICLE I
NAME

The name of this corporation is United Way of Northeast Florida, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are the Jessie Ball duPont Center, 40 East Adams St., #200, Jacksonville, FL 32202.

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. The Corporation may further engage in any lawful activities for which corporations may be organized under the State of Florida and Duval County, or its corresponding future provisions.

The Corporation 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. More specifically, but without any limitation of the foregoing, the mission

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of the Corporation is to solve our community's toughest challenges by connecting people, resources, and ideas. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV POWERS

The Corporation has 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:

(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 MEMBERS

This Corporation has no members.

ARTICLE VI BOARD OF DIRECTORS

The governing body of the Corporation shall be, and all corporate powers shall be executed by, the Board of Directors, whose duties, terms of service, manner of election, meeting schedule, and committees thereof are further detailed in the Corporation's Bylaws. Prior to the enactment of these Restated Articles, the Board of Directors was previously referred to, from

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time to time, as the "Board of Trustees," and the Board of Directors acting hereunder and under the Bylaws shall accede to all powers previously vested in such governing body of the Corporation referred to as "Board of Trustees."

ARTICLE VII OFFICERS

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

ARTICLE VIII LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation. 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 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 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 IX DURATION

The Corporation shall exist perpetually.

ARTICLE X BYLAWS

(a) The Board of Directors, by majority vote, have provided, and shall continue to further 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 all members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

**ARTICLE XI
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of all members of the Board of Directors. 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 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 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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IN WITNESS WHEREOF, I, the undersigned President, have made, signed and hereby acknowledge these Articles of Amendment and Restatement to the Articles of Incorporation this 13th day of June 2018, for the purpose of amending and restating the Corporation's current Articles of Incorporation under the laws of the State of Florida.



Michelle Braun, as President

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