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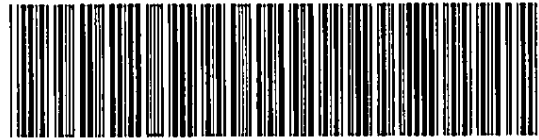
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Telford Foundation, Inc.

DOCUMENT NUMBER: 711 887

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

Please return all correspondence concerning this matter to the following:

James F. Morey  
(Name of Contact Person)

Bond, Schoeneck & King, PLLC  
(Firm/ Company)

4001 Tamiami Trail N, Suite 105  
(Address)

Naples, FL 34103  
(City/ State and Zip Code)

jmorey@bsk.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jim Morey 239 659-3813  
(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

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

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

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

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TELFORD FOUNDATION, INC.

Adopted December 9, 2021

## ARTICLE I

### Name

The name of this nonstock, nonprofit Corporation originally organized under the Laws of the State of Florida on December 1, 1966, is "Telford Foundation, Inc. (herein the "Foundation").

## ARTICLE II

### Purpose

Section 1. The Foundation is organized and at all times shall be operated exclusively for the benefit of the following designated organizations, all of which are publicly-supported organizations described in Section 509(a)(1) and (2) of the Internal Revenue Code of 1986, as amended, by paying over to such organizations in the percentage indicated following their names, the net distributable income of the Foundation as determined by the Board of Directors:

- (1) David Lawrence Mental Health Center Inc, Naples, Florida - five percent (5%)
- (2) First Presbyterian Church of Richmond, Kentucky, Inc., - ten percent (10%)
- (3) Greenbrier Historical Society - five percent (5%) to be used exclusively for maintaining North House in Lewisburg, West Virginia as an historical museum
- (4) Hazard Community & Technical College, for use at the HCTC Lees College campus in Jackson, Kentucky - five percent (5%)
- (5) Intervarsity Christian Fellowship USA, Madison, Wisconsin - five percent (5%)
- (6) NCH Healthcare System, Inc., Naples, Florida - twenty-five percent (25%) at least fifteen percent (15%) of which shall be used specifically for the training of registered and practical nurses

- (7) Baptist Health Richmond Inc, Richmond, Kentucky - ten percent (10%)
- (8) Telford Community Center YMCA, Richmond, Kentucky - five percent (5%)
- (9) University of Kentucky College of Medicine, Lexington, Kentucky, for use in ovarian cancer research or treatment - ten percent (10%)
- (10) Washington and Lee University, Lexington, Virginia - ten percent (10%)
- (11) World Vision Inc., d/b/a World Vision, Federal Way, Washington - five percent (5%)
- (12) Youth Haven, Inc., Naples, Florida - five percent (5 %)

Section 2. If any of the above named organizations ceases to be a qualified publicly supported organization, or in the sole opinion of the Board of Directors, no longer meets the charitable goals of the Foundation's founder or requires or merits Foundation support, the Board of Directors by unanimous consent (there being no vacancies at such time) shall either designate an organization of similar purpose to receive the terminated organization's share of income or shall proportionately increase the percentage share of the remaining qualified publicly supported organizations.

### **ARTICLE III**

#### **Activities and Restrictions**

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Foundation to any private individual or officer or director of the Foundation.

Section 2. No substantial part of the activities of the Foundation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Foundation's exemption under IRC Section 501(c)(3). (In these Amended and Restated Articles of Incorporation, the term "IRC" means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.) The Foundation shall neither participate in, nor intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Foundation shall inure to the benefit of any private individual or officer or director of the Foundation; provided, however, that such a person may receive reasonable compensation for personal services rendered which are necessary to carrying out the exempt purposes of the Foundation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(3) or by a corporation contributions to which are deductible under IRC Section 170(c)(2).

Section 5. Whenever the Foundation is a private foundation as defined in Internal Revenue Code Section 509(a), the Foundation:

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC.

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC.

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the IRC.

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the IRC.

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

#### **ARTICLE IV**

##### Membership

The Foundation shall have no members.

#### **ARTICLE V**

##### Existence

The Foundation shall have perpetual existence.

## **ARTICLE VI**

### **Amendment of Articles**

**Section 1.** These Amended and Restated Articles of Incorporation may be further amended and/or restated by the Board of Directors of the Foundation by such vote as may at the time be required by the Florida Not For Profit Corporation Act (currently Fla. Stat. §§ 617.1001-617.1007), by the unanimous vote of the Board of Directors (there being no vacancies at the time).

## **ARTICLE VII**

### **Dissolution**

In the event of the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all of the assets of the Foundation exclusively to the organizations identified in Article II, in proportions identical to the percentages therein, provided that each such organization at the time is recognized as one described in IRC Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) (provided that such organization is not private foundations as defined in IRC Section 509(a)). Any of such assets not so distributed due to the disqualification of an organization under the previous sentence shall be distributed to the remaining qualifying organizations proportionately to the percentages in Article II or to the Federal Government, or to a state or local government for public purposes, or to one or more of such organizations as may be determined by the Circuit Court of the county in which the registered office of the Foundation is then located.

## **ARTICLE VIII**

### **Street Address of Principal Office and Registered Office, Mailing Address, and Registered Agent**

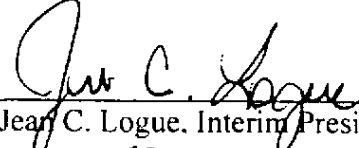
The street address of the Foundation's Principal Office, Registered Office, and mailing address is 350 7<sup>th</sup> Street North, Naples Florida 34102, and the name of the registered agent of the Foundation at such address is Rick Wyles.

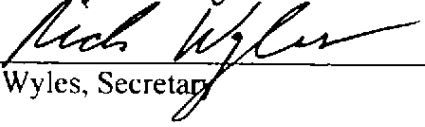
### CERTIFICATION

The undersigned officers of the Foundation hereby certify that the foregoing Amended and Restated Articles of Incorporation contain amendments to the articles of incorporation, which do not require Member approval as the Foundation has no Members, and were duly adopted on December 9, 2021, at the annual meeting of the Board of Directors of the Foundation. These Amended and Restated Articles of Incorporation of the Foundation supersede the original articles of incorporation of the Foundation and all amendments to them. The undersigned officers further certify that there is no discrepancy between these Amended and Restated Articles of Incorporation and any heretofore existing Articles of Incorporation except for the amendments adopted herein, pursuant to Section 617.1007 Fla. Stat., and the omission of matters of only historical interest.

Executed this 21<sup>st</sup> day of December, 2021

*This instrument has been prepared in identical counterparts and signature of any one of the counterparts by a party shall be deemed the equivalent of the signature of all the counterparts, all of which shall be considered originals.*

  
\_\_\_\_\_  
Jean C. Logue, Interim President

  
\_\_\_\_\_  
Rick Wyles, Secretary

Acceptance of Registered Agent:

Dated: December 21, 2021

  
\_\_\_\_\_  
Rick Wyles

STATE OF Florida  
COUNTY OF Collier

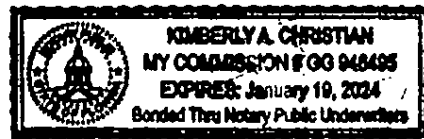
The foregoing instrument was acknowledged before me by means of ( ) physical presence or (x) online notarization this 21<sup>st</sup> day of December, 2021, by

Sean C. Logue

Kimberly A. Christian

Signature of Notary Public

Print, Type/Stamp Name of Notary



Personally Known: ✓ OR Produced Identification: \_\_\_\_\_

Type of Identification

Produced: \_\_\_\_\_



STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ( )  
online notarization this 21<sup>st</sup> day of December, 2021, by

Rick Wyles

Kimberly A. Christian

Signature of Notary Public

Print, Type/Stamp Name of Notary



Personally Known: ☒ OR Produced Identification: \_\_\_\_\_

Type of Identification

Produced: \_\_\_\_\_