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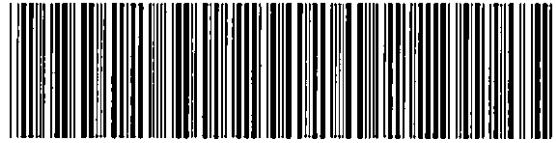
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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Goodwill Industries - Big Bend, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00 \$43.75
Filing Fee Filing Fee
 & Certificate of Status

\$43.75 \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Russell D. Gautier
Name (Printed or typed)
2010 Delta Boulevard
Address
Tallahassee, FL 32303
City, State & Zip
(850) 386-3300
Daytime Telephone number
Russell.Gautier@WilliamsGautier.com
E-mail address: (to be used for future annual report notification)

~~*~~ PLEASE CALL WHEN COMPLETED FOR PICK-UP ~~*~~

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOODWILL INDUSTRIES - BIG BEND, INC.**

The undersigned, as President and Chief Executive Office of Goodwill Industries - Big Bend, Inc., a Florida non-profit corporation, hereby certifies that: (1) the Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on April 28, 1967, and were amended by the Amendment to Articles of Incorporation filed with the Secretary of State of Florida on December 27, 1979; (2) the following Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments thereto, were duly adopted by the Board of Directors of the Corporation on July 15, 2020; and (3) the text of the original Articles of Incorporation and all amendments thereto is hereby amended and restated as hereinafter set forth in full, all pursuant to Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of the Corporation is Goodwill Industries - Big Bend, Inc.

ARTICLE II

Initial Registered Office and Agent; Principal Address

The registered office and principal address of the Corporation is in Leon County, and the street address is 300 Mabry Street, Tallahassee, Florida 32304. The registered agent at that office is Fred G. Shelfer, Jr., with the same business street address.

ARTICLE III

Board of Directors

A) All corporate powers shall be exercised under the authority of, and the

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affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors", except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors".

B) The Corporation currently has seventeen (17) Directors. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation but shall never be less than three (3) Directors in accordance with Section 617.0803(1), Florida Statutes.

C) The names of the current Directors are set forth in "Exhibit A" attached hereto and by reference made a part hereof. Directors shall be elected pursuant to the provisions of the Bylaws of the Corporation.

ARTICLE IV

Officers

The Corporation shall have five (5) officers, which shall include a Chair of the Board of Directors, Vice Chair of the Board of Directors, President/Chief Executive Officer, Secretary and Treasurer, pursuant to Chapter 617 Florida Statutes (the "Officers"). The Corporation reserves the right to increase the number of Officers from time to time, but at no time will there less than three (3) officers. The Officers shall be elected by a majority vote of the Board of Directors.

ARTICLE V

Applicable Laws

The Corporation is organized pursuant to the provisions of the laws of the State of Florida. It is formed as a not for profit pursuant to Chapter 617, Florida Statutes.

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ARTICLE VI

Purpose of the Corporation

The general nature, objectives and purposes of this Corporation are that it be organized and operated exclusively as a not-for-profit corporation and for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Laws. Specifically, the purpose of the Corporation is the transaction of any lawful activity, including, but not limited to:

A. Offering an opportunity for economic independence for persons with disabilities by providing them opportunities to develop their vocational potential through paid work.

B. Providing rehabilitation services, training, employment and opportunities for personal growth as an interim step in the rehabilitation process for persons with disabilities and the disadvantaged adult who cannot be readily absorbed in the competitive labor market or during such time as employment opportunities for them in the competitive labor market do not exist. By the inspiration of religion and the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluation, training and useful employment, this Corporation shall seek to assist persons with disabilities and the disadvantaged adult, to attain the fullest development of which they are capable.

C. Selling of articles collected, processed, reconditioned and/or assembled with the assistance of the disabled or disadvantaged as a part of their vocational rehabilitation shall be a necessary part of the rehabilitation, training, employment, religious, social and educational service program of this Corporation.

ARTICLE VII

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon the corporation not for profit section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purpose, 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 Section 501(c)(3) and Section (c)(2) of the Code;

B) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, 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 6 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 VIII

Indemnification

The Directors and Officers of the Corporation shall not be personally liable for monetary or other damages for breach of duty or care or any other duty or action as an Officer or Director.

ARTICLE IX

Not for Profit Purpose

The Corporation is not organized, and shall not be operated, for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

ARTICLE X

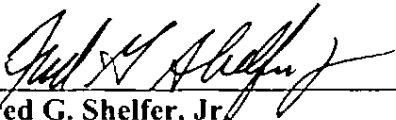
Dissolution

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation, provided, however, that such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent law. In the event that upon the dissolution to the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, as the President and Chief Executive

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SECRETARY
TALLAHASSEE, FL

Officer of this Corporation, have executed these Amended and Restated Articles of Incorporation this 15 day of July, 2020.




Fred G. Shelfer, Jr.
President and Chief Executive Officer

CERTIFICATE

The undersigned, as President and Chief Executive Office of Goodwill Industries - Big Bend, Inc., hereby certifies that the foregoing Amended and Restated Articles of Incorporation amends the Articles of Incorporation in certain respects, including an amendment to provide that the Corporation shall not have members. As such, the amendment required the approval of the members. The Board of Directors of the Corporation are the members of the Corporation, and the Board of Directors, at a meeting held on July 15, 2020, at which a quorum was present, unanimously approved and adopted Amended and Restated Articles of Incorporation.

Dated this 15 day of July, 2020.



Fred G. Shelfer, Jr.
President and Chief Executive Officer