

713325

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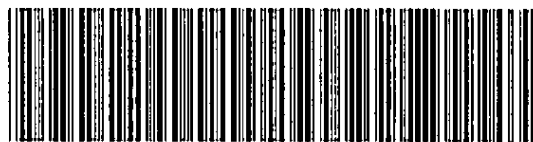
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Amended / cc
Registered

NOV 09 2020

LALBRITTON

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

October 28, 2020

Department of State
Corporations Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: FICPA Scholarship Foundation, Inc.
Amendment to Restated Articles of Incorporation
Document No. 713325**

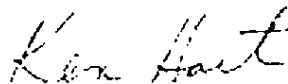
Dear Secretary:

Pursuant to your letter (attached) of September 20, 2020, please find the following:

1. An Amendment to Restated Articles of Incorporation for FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS SCHOLARSHIP FOUNDATION, INC., a Florida corporation.
2. The certificate showing the restatement contains the amendment and does not require member approval, and the date of the adoption of the amendment by the members. *"These Amended and Restated Articles of Incorporation were adopted by the Board of Trustees, and the votes cast were sufficient for approval."*
3. A copy of the fee of \$35.00 for filing and \$8.75 for a certified copy, totaling \$43.75. We submitted on July 28, 2020.

Please return a certified copy to me in the enclosed self-addressed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,


Kenneth R. Hart

Enclosures
cc: Donna Son

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FICPA Scholarship Foundation, Inc.

DOCUMENT NUMBER: #713325

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

Please return all correspondence concerning this matter to the following:

Ken Hart

(Name of Contact Person)

Ausley McMullen

(Firm/ Company)

123 S. Calhoun Street

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

Khart@ausley.com

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

For further information concerning this matter, please call:

Ken Hart

(850) 425-5462

(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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2020

AUSLEY & MCMULLEN
% KENNETH R. HART
P.O. BOX 391
TALLAHASSEE, FL 32301

SUBJECT: FICPA SCHOLARSHIP FOUNDATION, INC.
Ref. Number: 713325

We have received your document for FICPA SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 120A00017987

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FICPA SCHOLARSHIP FOUNDATION, INC.
Document #713325

Pursuant to the provisions of Chapter 617, Florida Statutes, the FICPA Scholarship Foundation, Inc., a Florida not-for-profit corporation, hereby amends and restates the Corporation's Articles of Incorporation. These Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles of incorporation and amendments or restatements.

ARTICLE I. - NAME

The name of this corporation shall be FICPA Scholarship Foundation, Inc.

ARTICLE II. - OBJECTIVES AND PURPOSES

The general objectives and purposes of the corporation shall be to provide scholarships and fellowships to qualified students enrolled in accredited colleges and universities in the State of Florida upon such terms, provisions, conditions and limitations as may from time to time be provided by the Bylaws of the corporation or on terms of specified programs as approved by the Board, as well as the planning, motivating, encouraging, and subsidizing of educational programs that enhance the abilities of current accounting professionals and qualified accounting students throughout Florida. Furthermore, the corporation may provide financial assistance to FICPA members to participate in educational programs that have been endowed for that purpose. The Foundation may also contribute to public charities that further reinforce or support the goals of the Foundation. This corporation may receive by gift, devise or bequest, or otherwise, any money or property, real, personal or intangible, absolutely or in trust, wheresoever situated, whether in the continental limits of the United States of America or in any territory or possession thereof, or in any foreign country or possession thereof; and the principal and the income therefrom shall be used for the furtherance of the objectives and purposes of the corporation; to sell, assign, transfer, convey, mortgage, pledge, lease and otherwise encumber the property of the corporation; to borrow money and execute its promissory note or notes or debentures to evidence the same, and to secure the repayment of such loans by pledge or mortgage; to encumber its property in the manner and manners set forth above; to subscribe for, purchase, receive, own, hold for investment or otherwise, sell, dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located or organized, and while the owner or holder of any such stocks, bonds or obligations, to exercise all of the rights, powers and privileges of ownership thereof; and to do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida.

ARTICLE III. - MEMBERSHIP

FICPA Scholarship Foundation shall have no members. The business and affairs of this corporation shall be governed solely by this corporation's Board of Trustees.

ARTICLE IV. - TERM

This corporation shall have perpetual existence.

ARTICLE V. - SUBSCRIBERS

The names and addresses of the original subscribers hereto are:

Clifford C. Beasley	Gainesville, Florida
Barney Bernstein	Miami, Florida
Russell S. Bogue, Jr.	Tampa, Florida
Harry W. Bower	Orlando, Florida
Charles H. Edwards	Jacksonville, Florida
Hilburn Himes	West Palm Beach, Florida
Ira S. McAlpin, Jr.	Fort Pierce, Florida
Bruce McKelvey	St. Petersburg, Florida
John R. Ring	Miami, Florida
Robert E. Valdes	Tampa, Florida

ARTICLE VI. - OFFICERS

Section 1. The affairs of this corporation shall be managed by a Chair, Chair-Elect, one or more Vice Chairs, a Secretary-Treasurer, and such other officers as may be provided by the Bylaws of the corporation. The officers of the corporation shall be elected by the voting members of the Board of Trustees annually. The President/CEO of the Florida Institute of Certified Public Accountants, Incorporated shall be designated Secretary-Treasurer.

Section 2. The names of the officers who are to serve until the first election under these Amended and Restated Articles of Incorporation are as follows:

President	Eugene W. Moore
President Elect	William C. Quilliam
Secretary / Treasurer	Donna Son

ARTICLE VII. - BOARD OF TRUSTEES

The Board of Trustees of this corporation shall consist of voting and non-voting members. Voting membership shall consist of not less than five (5) nor more than thirty-five (35) members, and the names and addresses of the persons who are to serve as members of the first Board of Trustees and until the first election under these Amended and Restated Articles of Incorporation are:

Richard A. Benn	Tampa, Florida
Lyndon C. Conlon	Miami, Florida
Louis W. Dooner	Quincy, Florida
Henry G. Ennis, Jr.	Tampa, Florida
Milton H. Hatfield	Miami, Florida
R. Terry Lyle	Clearwater, Florida
Arthur L. Shealy, Jr.	Jacksonville, Florida
Lloyd A. Turman	Gainesville, Florida
Jerrold S. Trumbower	Orlando, Florida
Morton L. Weinberger	Miami, Florida

Non-voting members shall be those individuals with the title Trustee Emeritus. The requirements for Trustee Emeritus shall be provided for in the Bylaws of the corporation.

ARTICLE VIII. - BYLAWS

The Bylaws of this corporation shall be made, altered or rescinded by a two-thirds ($\frac{2}{3}$) vote of all voting members of the Board of Trustees.

ARTICLE IX. - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended, subject to any requirements of law, by an affirmative vote of three-quarters ($\frac{3}{4}$) of the voting members of the Board of Trustees present at any properly called meeting of the Board of Trustees, provided that the notice of such meeting shall contain a copy of the proposed amendment or amendments, and provided that the amendment or amendments adopted shall not vary in intent from the proposed amendment or amendments.

These Amended and Restated Articles of Incorporation were adopted by the Board of Trustees, and the votes cast were sufficient for approval.

In Witness Whereof, these Amended and Restated Articles of Incorporation shall be effective as of the date filed with the Secretary of State of the State of Florida.

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, F.S.

Dated: October 26, 2020

FICPA Scholarship Foundation, Inc. *a not-for-profit corporation*



Donna Son, Secretary-Treasurer

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 26, 2020

Signature DSon
(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Donna Son

(Typed or printed name of person signing)

Secretary / Treasurer

(Title of person signing)