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Amended Restated

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE KIRK A. AND DOROTHY P. LANDON FOUNDATION, INC.

The Articles of Incorporation of THE KIRK A. AND DOROTHY P. LANDON FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), were filed on February 20, 1970, and assigned Document No. 719013.

These Amended and Restated Articles of Incorporation were duly adopted by Members and Board of Directors of the Corporation at a meeting held on October 19, 2015. Accordingly, the Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I  
NAME OF CORPORATION

The name of this Corporation shall be THE KIRK A. AND DOROTHY P. LANDON FOUNDATION, INC.

ARTICLE II  
PURPOSES

Section 1. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(1)(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

Section 2. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities, not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE III  
MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE

The mailing address of the corporation is 8925 SW 148<sup>th</sup> Street, Suite 210, Palmetto Bay, FL 33176, and its principal office shall be located at 8925 SW 148<sup>th</sup> Street, Suite 210, Palmetto Bay, FL 33176. Email address for correspondence is rosasantiago264@gmail.com.

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ARTICLE IV  
REGISTERED AGENT

The street address of the registered agent for the Corporation shall be CHARLES O. MORGAN, JR. at 2121 Ponce de Leon Blvd, Suite 900, Coral Gables, FL 33134.

ARTICLE V  
POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE VI  
NO MEMBERS

The corporation shall have no members.

ARTICLE VII  
TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of the amended and restated articles of incorporation for this corporation is ROSA SANTIAGO at 8925 SW 148<sup>th</sup> Street, Suite 210, Palmetto Bay, FL 33176.

ARTICLE IX  
BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation, whose names are set forth in Section 2.

Section 2. The names and addresses of the current Board of Directors of the Corporation are as follows:

FRANK BECK  
6181 Miami Lakes Drive East  
Miami Lakes, FL 33014

NANCE GUILMARTIN  
58 Chattanooga Road  
Ipswich, MA 01938

KATHLEEN STALEY  
5156 Roxbury Road  
San Diego, CA 92116

ROSA SANTIAGO  
8925 SW 148<sup>th</sup> Street  
Suite 210  
Palmetto Bay, FL 33176

Section 3. The Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provide, however, that there shall never be less than three (3) Directors.

ARTICLE X  
RESTRICTIONS ON PRIVATE FOUNDATIONS

This corporation has been determined to be a "private foundation" as defined in Section 509(a) of the Code, and therefore it shall:

(a) 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 provisions of any future federal tax laws.

(b) Not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE XI  
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or Director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or Director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE XII  
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIII  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to

any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performances of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 11<sup>th</sup> day of November, 2015.

  
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ROSA SANTIAGO, President