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Art. 04/04/06

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2006

CHARLES P. SACHER
SACHER, MARTINI & SACHER, P.A.
2655 LEJEUNE RD., STE. 1101
CORAL GABLES, FL 33134

SUBJECT: KELLY FOUNDATION, INC.
Ref. Number: 720255

We have received your document and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME IS INCORRECT ON THE ACKNOWLEDGEMENT OF REGISTERED AGENT PAGE. IT STATES THE CORPORATE NAME BEING Corp1. THE DOCUMENT HAS LOYD G. KELLY LISTED AS THE REGISTERED AGENT.

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) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 406A00020897

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

March 31, 2006

Nancy A. Richman
Felix L. Abreu
OF COUNSEL
Martin E. Segal, P.A.

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Kelly Foundation, Inc.
Our File No.: 2643-7
Your Reference Number 720255

Gentlemen:

Enclosed please find the following:

1. Your Letter Number 606A00020904;
2. Original and one (1) copy of the Statement of Change of Registered Agent for Corporations;
3. Your Letter Number 406A00020897;
3. Original and one (1) copy of the Amendment and Restatement to Articles of Incorporation of Kelly Foundation, Inc.

Please file these documents among the public records and send a certified copy of each back to us in the postage paid envelope provided.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:jmg

Enclosure

cc: Mr. Loyd G. Kelly

W:\2643-7\wp\Div of Corp Ltr sndng change of agent and amendment to articles (2nd try).wpd

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

March 16, 2006

Nancy A. Richman
Pedro L. Abreu
OF COUNSEL
Martin E. Segal, P.A.

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Kelly Foundation, Inc.
Our File No.: 2643-7

Gentlemen:

Enclosed please find the following:

1. Cover letter regarding Change of Registered Agent;
2. Statement of Change of Registered Agent for Corporations;
3. Articles of Amendment and Restatement to Articles of Incorporation of Kelly Foundation, Inc.; and
4. Our firm check in the amount of \$87.50.

Please file these documents among the public records and send a certified copy of each back to us in the postage paid envelope provided.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:im

Enclosure

cc: Mr. Loyd G. Kelly

ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
OF
KELLY FOUNDATION, INC.

PREAMBLE

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not-for-Profit Corporation adopts the following amendments which shall constitute a Restatement of its Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be:

KELLY FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

11095 Lakeside Drive
Coral Gables, Florida 33156

ARTICLE III
OBJECTIVES

The general object of the Corporation shall be religious, charitable and educational in nature, and to that end the purposes for which it is formed are:

(1) To provide assistance for deserving individuals in receiving an education by means of outright grants, loans or advancements, as in the discretion of the officers and directors of this Corporation may be deemed desirable or beneficial. Such assistance may be granted likewise to schools, colleges or universities upon like provisions;

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(2) To make outright grants, loans or render other assistance of a financial nature to recognized churches or religious institutions as in the discretion of the officers and directors of this Corporation may be deemed desirable or beneficial;

(3) To make outright grants, loans or render other assistance to needy or destitute individuals in Hendry County and the State of Florida to supplement county and state welfare funds by grants, loans or assistance to individuals and/or organizations; and

(4) To contribute to such other educational, religious or welfare recipients or organizations as in the discretion of the officers and directors of this corporation may be deemed desirable that are classified by the U.S. Bureau of Internal Revenue as religious, charitable or educational institutions.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except 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 hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the Objective set forth in Article III hereof, the Corporation shall have the following powers:

(4) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(5) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(6) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(7) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(8) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII MEMBERSHIP

The members of the Corporation shall be divided into two Classes of Members which shall have the rights and benefits asset forth herein:

(1) HISTORIC MEMBERS:

- (A) Those persons signing the Articles of Incorporation;
- (B) All Members of the Corporation as of the date these Articles of Amendment and Restatement are executed; and
- (C) All such other person or persons and organization or organizations as the Board of Directors may elect, by the affirmative vote of sixty (60%) percent of the Directors, at any annual or special meeting of the Board of Directors to be designated as HISTORIC MEMBERS by the Board of Directors and thereby entitled to the privilege of voting as described herein.

(2) CONTRIBUTING MEMBERS:

Contributors of cash or property having a value of \$100.00 shall be automatically admitted, with no further formality, as members of the Corporation for a period of twelve consecutive months, commencing with the first day of the calendar month next following that month in which the contribution is received or in which cash or property which, when added to previous contributions, brings total contributions to \$100.00 is received. Individuals shall be automatically admitted into membership for life, with no further formality, upon contribution and receipt of cash or property with an aggregate value of \$1,000.00.

(3) VOTING RIGHTS:

Only Historic Members shall have the right to vote in all matters affecting the Corporation.

ARTICLE IX
OFFICERS

(9) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(10) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(11) The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Loyd G. Kelly	Chairman	11095 Lakeside Drive Coral Gables, FL
Nicholas D. Kelly	Vice-Chairman	640 Arvida Parkway Coral Gables, FL
Janis Isom	Secretary/Treasurer	17225 SW 77 Court Miami, FL
L. Patrick Kelly	Asst. Secretary/Treasurer	2200 North Greenway Drive Coral Gables, FL
Alden Wyse	Asst. Secretary/Treasurer	229 E. Esperanza Clewiston, FL

ARTICLE X DIRECTORS

(12) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) directors nor more than ten (10) directors, who shall be elected in accordance with the By-Laws.

(13) The names and residence addresses of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Kelly	136 W. Circle Drive Clewiston, FL
Loyd G. Kelly	11095 Lakeside Drive Coral Gables, FL
Marjorie H. Kelly	235 E. Arcade Clewiston, FL
Eileen Kelly	11095 Lakeside Drive Coral Gables, FL
Nicholas D. Kelly	640 Arvida Parkway Coral Gables, FL
L. Patrick Kelly	2200 North Greenway Drive Coral Gables, FL
Robert W. Kelly, Jr.	19000 SW 270 Street Redlands, FL
Luisa Kelly	2200 North Greenway Drive Coral Gables, FL
Alden M. Wyse	229 E. Esperanza Clewiston, FL

ARTICLE XI
BY-LAWS AND AMENDMENTS

(14) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(15) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation Or by a two-thirds (2/3) vote of the HISTORIC MEMBERS of the Corporation.

ARTICLE XII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Kelly Foundation, Inc. desiring to organize under the laws of the State of Florida has designated its initial registered office as 11095 Lakeside Drive, Coral Gables, Florida 33156, Miami Dade County, Florida, and has named LOYD G. KELLY as its initial Registered Agent who is located at such address.

ARTICLE XIII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XIV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509(a) of the Code, the following provisions shall become operative:

(16) The Corporation 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 §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(17) The Corporation shall not engage in any act of self- dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(18) The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

The date of adoption of the Amendment and Restatement was: February 21, 2006 to be effective upon filing with the Secretary of State.

The Amendment and Restatement were adopted by the members and the number of votes cast for the Amendment and Restatement was sufficient for approval.

Signature Lloyd G. Kelly

LOYD G. KELLY
(Typed or printed name of person signing)

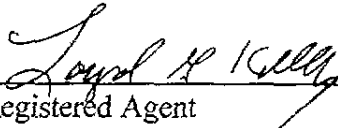
Chairman
(Title of person signing)

FILING FEE: \$35

ACKNOWLEDGMENT OF REGISTERED AGENT

KELLY FOUNDATION, INC.

Having been named to accept Service of Process for ✓, at place designated in ARTICLE XII of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
Registered Agent

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