

753888

LAW OFFICE OF
R. WILLIAM FUTCH

500 NE 8TH AVENUE
OGALA, FLORIDA 34470
(352) 732-8080
FAX: (352) 867-5111

PLEASE REPLY TO:
POST OFFICE BOX 4885
OGALA, FLORIDA 34478

April 24, 2000

VIA PRIORITY MAIL

900003226329--6
-04/27/00-01036-004
*****35.00 *****35.00

Department of State
Secretary of State
ATTN: Amendment Department
Post Office Box 6327
Tallahassee, FL 32314

RE: CRIS COLLINSWORTH FOUNDATION, INC.,
A FLORIDA CORPORATION

Dear Sir/Madam:

Please find enclosed the original Amendment to and Restatement of the Restated Articles of Incorporation for the above-referenced matter, along with our firm's check in the amount of \$35.00 for your filing fee.

Please expedite this if possible. I also enclosed a self address stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact our office.

Very Truly Yours,

By 
R. William Futch

RWF/kad
Enc.

(Check # 4543)

Amended & Restated Art.

V. SHEPARD MAY 18 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 17 AM 8:57



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2000

R. WILLIAM FUTCH
POST OFFICE BOX 4885
OCALA, FL 34478

SUBJECT: CRIS COLLINSWORTH FOUNDATION, INC.
Ref. Number: 753888

We have received your document for CRIS COLLINSWORTH FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 000A00025859

Rec'd 5/17

**AMENDMENT TO AND RESTATEMENT OF
THE RESTATED ARTICLES OF INCORPORATION**

of

CRIS COLLINSWORTH FOUNDATION, INC.

a Florida Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 AM 8:57

JOHN W. BRANTLEY, III, as President and CASEY SMITH, as Secretary of the CRIS COLLINSWORTH FOUNDATION, INC. , a Florida Corporation duly organized and existing under the laws of the State of Florida, hereby certify that, pursuant to the Bylaws of the CRIS COLLINSWORTH FOUNDATION, INC., a special meeting of said corporation was held at the offices of the corporation, 602 S. Main Street, Suite H8, Gainesville, Alachua County, Florida, on April 13, 2000, and at its meeting, all of the officers of the corporation were present, and all of the board members were present, and the board members unanimously voted in favor of, and the following was adopted:

RESOLVED that it is advisable to amend the Restated Articles of Incorporation of the CRIS COLLINSWORTH FOUNDATION, INC. by amending the Restated Articles of Incorporation filed February 3, 1999, as follows:

The Restated Articles of Incorporation of the CRIS COLLINSWORTH FOUNDATION, INC., approved and filed in the office of the Secretary of State, State of Florida, on the 3rd day of February, 1999, are amended and restated in their entirety as follows:

ARTICLE ONE

NAME

The name of the Corporation is CRIS COLLINSWORTH FOUNDATION, INC. ("Corporation").

ARTICLE TWO

DURATION

The Corporation shall have perpetual duration.

ARTICLE THREE

PURPOSES AND POWERS

The purposes for which the Corporation is formed are:

1. To provide an entity to support charitable and education purposes so as to improve our community.
2. To operate in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended,

including private foundations and private operating foundations.

3. To operate as a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time. Accordingly, no part of the income of the Corporation shall be distributed to the Corporation's members, director, or officers except as provided in Chapter 617, Florida Statutes.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by these Articles of Incorporation or By-Laws, may be exercised by the Board of Directors:

A. Each of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time;

B. Each of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including without limitation, the power:

(1) To manage, control, operate, maintain, repair and improve property acquired by the Corporation, or any property owned by another, for which the Corporation by rule, regulation, declaration or contract has a right or duty to provide such services;

(2) To engage in activities which will actively foster, promote charitable and education purposes;

(3) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purposes of the Corporation;

(4) To borrow money for any purposes, subject to limitations contained in the By-Laws;

(5) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation with or in association with any corporation or other entity or agency, public or private;

(6) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firm or individuals;

(7) To adopt, alter and amend, or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of these Articles of Incorporation; and,

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights

and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the sub-paragraphs of this ARTICLE THREE are independent powers, not to be restricted by reference to or inference from the terms of any other sub-paragraph or provision of this ARTICLE THREE.

ARTICLE FOUR

MEMBERSHIP

The Corporation shall be a Membership Corporation without certificates or shares of stock.

ARTICLE FIVE

BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of no less than three (3), nor more than twenty (20), members. The Board of Directors shall set a specific number from time to time as provided in the By-Laws. The method of election of the Directors is stated in the By-Laws.

2. The current Board of Directors, who shall serve until the first appointment or election of Directors, are as follows:

JOHN W. BRANTLEY, III

CRIS COLLINSWORTH

CASEY SMITH

RHONDA MOWRY

ARTICLE SIX

INDEMNIFICATION AND RELATED MATTERS

1. Power to Indemnify -- Third party Actions. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

2. Power of Indemnity --Action Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 and 2 of this ARTICLE, or in defense of any claim, issue or

matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Determination of Entitlement to Indemnification. Any indemnification under Paragraphs 1 and 2 of this ARTICLE, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this ARTICLE. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so direct by independent legal counsel in a written opinion, or, (3) by the members of the Corporation.

5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Paragraph 4 of this ARTICLE upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that

he is entitled to be indemnified by the Corporation as authorized in this ARTICLE.

6. Savings Clause. The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of the members of the Corporation or disinterested Directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall incur to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this ARTICLE.

ARTICLE SEVEN **DISSOLUTION**

The Corporation may be dissolved only as provided in the Declaration, By-Laws and by the Laws of the State of Florida.

ARTICLE EIGHT
AMENDMENTS

1. These ARTICLES may be amended as provided by Section 617.017, Florida Statutes, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

2. The By-Laws of the Corporation may be made, altered or rescinded by the members of the Corporation at any regular or special meeting duly called for the purpose, by the affirmative vote of a majority vote of all members of the association in attendance, in person or by proxy, entitled to vote. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by the Internal Revenue Code of 1986, as amended from time to time, or Florida Law may not be amended, repealed or altered except as provided by the code or applicable law.

ARTICLE NINE
REGISTERED AGENT AND OFFICE

The registered office of the Corporation shall be 602 South Main Street, Suite H8, Gainesville, Florida 32601; and the Registered Agent is R. William Futch, P.A., 500 N.E. 8th Avenue, Ocala, Florida 34470.

ARTICLE TEN
PRINCIPAL OFFICE


The Corporation's principal office is located at 602 South Main Street, Suite H8, Gainesville, Florida 32601; and the Corporations's mailing address is 602 South Main Street, Suite H8, Gainesville, Florida 32601.

WE DO FURTHER CERTIFY that by unanimous consent of all Members entitled to vote taking written action in lieu of a meeting, the corporation did approve the foregoing amendment on the 13th day of April, 2000.

In all other respects, the Articles of Incorporation, as amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the President and Secretary and all of the Directors of the CRIS COLLINSWORTH FOUNDATION, INC., have set their hands and seals this 13th day of April, 2000.

CRIS COLLINSWORTH
FOUNDATION, INC., a Florida
Corporation

BY 
JOHN W. BRANTLEY, III as
President and Secretary and
Board Member

BY 
CRIS COLLINSWORTH as
Board Member

BY Casey Smith
CASEY SMITH, as Secretary and
Board Member

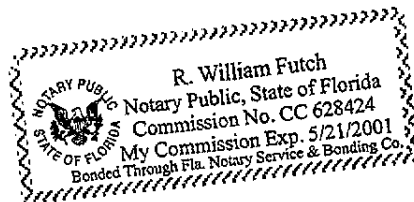
BY Rhonda Mowry
RHONDA MOWRY, as Assistant
Secretary, Treasurer and Board
Member

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly
qualified to take acknowledgments, personally appeared JOHN W.
BRANTLEY, III, as President, Secretary and Board Member and CRIS
COLLINSWORTH as Board Member of the CRIS COLLINSWORTH
FOUNDATION, INC., a Florida Corporation, who are personally known to me
(Yes ✓ No) to be the persons described in and who executed
the foregoing instrument, OR who have produced _____
as identification and acknowledged before me that they executed the same
for the purposes expressed herein.

WITNESS my hand and official seal in the County and State last
aforesaid this 13 day of April, 2000.

[Signature]
NOTARY PUBLIC, State of Florida
At Large
My Commission Expires:



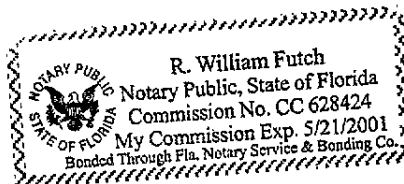
STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared CASEY SMITH, as Secretary and Board Member and RHONDA MOWRY as Assistant Secretary, Treasurer, and Board Member of the CRIS COLLINSWORTH FOUNDATION, INC., a Florida Corporation, who are personally known to me (Yes ☒ No ☐) to be the persons described in and who executed the foregoing instrument, OR who have produced _____ as identification and acknowledged before me that they executed the same for the purposes expressed herein.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of April, 2000.



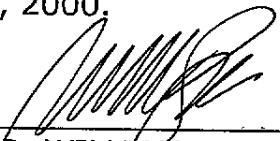
NOTARY PUBLIC, State of Florida
At Large
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Fla. Stat.

DATED this 16th day of May, 2000.



R. WILLIAM FUTCH
Registered Agent