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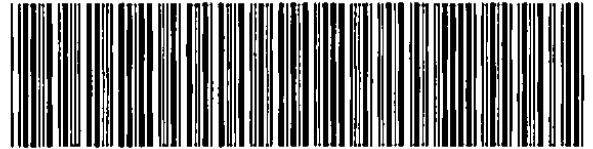
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Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: COMMUNITY FOUNDATION FOR BREVARD, INC.
CORPORATE NAME

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

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

☐ \$43.75
Filing Fee
& Certified Copy
☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: SHARI RICHARDS
Name (Printed or typed)

1301 BEDFORD DRIVE, SUITE 102
Address

MELBOURNE, FL 32940
City, State & Zip

321-752-5505
Daytime Telephone number

shari@cfbrevard.org
E-mail address: (to be used for future annual report notification)

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMUNITY FOUNDATION FOR BREVARD, INC.
a Florida Not For Profit Corporation

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of this corporation shall be Community Foundation for Brevard, Inc. (the “Corporation”).

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1361 Bedford Drive, Suite 102, Melbourne, Florida 32940. The operations of the Corporation shall be conducted principally in Brevard County, but shall not be limited to the County.

ARTICLE III – PURPOSE AND POWERS OF CORPORATION

A. 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 pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter referred to as the “Code”).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation. The Board shall honor the charitable directions and restrictions of a donor for all gifts accepted by the corporation except by a vote of two-thirds of the Directors present at a meeting of the Board of Directors at which a quorum is present, the Board of Directors shall have the power to modify or eliminate any restriction, limitation or condition on the distribution of funds, including their use for any specified charitable purposes or their distribution to specified organizations, if the Board of Directors determines in its sole

discretion that such restriction, limitation or condition has become in effect unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes of the Corporation. Final control of, and responsibility for the receipt, management and distributions of, all funds of the Corporation shall rest with the Board of Directors.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170 (c)(2).

ARTICLE IV – NO MEMBERS

The Corporation shall have no members.

ARTICLE V – BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION


These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the full Board of Directors at a meeting of the Board of Directors of the Corporation at which a quorum is present, provided that written notice of the proposed amendments shall have been provided to all of the members of the Board of Directors at least two (2) weeks prior to the meeting.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payments of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization, as shall at the time qualify as an exempt organization or organizations pursuant to Code Section 501(c)(3), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Brevard County, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 27th day of October, 2020.

COMMUNITY FOUNDATION FOR BREVARD

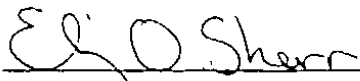
By: 
Theresa Grimson, President & CEO

CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The Amended and Restated Articles of Incorporation of Community Foundation for Brevard, Inc. contain amendments to the Articles of Incorporation that require member approval.
2. There are no members with the right to vote on the amendment.



Theresa Grimson, President & CEO



Elizabeth O. Shorr, Secretary

Dated: October 27, 2020