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H07000294176 3

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE JIM MORAN FOUNDATION, INC.  
(a Florida Not for Profit Corporation)**

1. The name of the Corporation is **THE JIM MORAN FOUNDATION, INC.** (the "Corporation").

2. These Restated Articles of Incorporation are a complete restatement of the Articles of Incorporation of the Corporation dated October 17, 2000. There are no members of the Corporation, and, as such, member approval is not required. These Restated Articles of Incorporation have been duly adopted by unanimous written consent by all of the members of the Board of Directors of the Corporation which is effective as of November 26, 2007 and these Restated Articles of Incorporation shall be effective as of such date.

3. Pursuant to the provisions of Florida Statutes §617.1007, the Corporation hereby restates its Articles of Incorporation (these "Articles") in their entirety to read as follows:

**ARTICLE I.**

**NAME**

The name of the corporation shall be "**THE JIM MORAN FOUNDATION, INC.**" (hereinafter referred to as the "Corporation").

**ARTICLE II.**

**CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III.**

**ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation is 100 Jim Moran Boulevard, Deerfield Beach, Florida 33442.

**ARTICLE IV.**

**PURPOSE AND MISSION STATEMENT**

A. Purpose. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code", the meaning of which shall include any amendments to the applicable section or any corresponding section of any future United States tax code), and shall have the power to make grants, expenditures and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in

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H07000294176 3

Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

B. **Mission Statement.** The mission of The Jim Moran Foundation is to improve the quality of life for the youth and families of Florida through the support of innovative programs and opportunities that meet the ever-changing needs of the community.

C. **Archiving Mission Statement.** Our mission is to preserve and share the story of Jim Moran, the organizations he created, his vision, his philosophies and his philanthropic contributions, through the identification, collection and cataloguing of memorabilia and other property (both physical and intellectual) of historical significance. Furthermore, we will create an environment that will provide for the proper display and protection of items related to the lifetime achievements of this extraordinary man.

#### **ARTICLE V. MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of three (3) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE VI. CURRENT BOARD OF DIRECTORS**

The names and addresses of the current Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Janice M. Moran	100 Jim Moran Boulevard Deerfield Beach, Florida 33442
Thomas K. Blanton	100 Jim Moran Boulevard Deerfield Beach, Florida 33442
Melanie A. Burgess	100 Jim Moran Boulevard Deerfield Beach, Florida 33442
Lucia C. Lopez	100 Jim Moran Boulevard Deerfield Beach, Florida 33442
Larry D. McGinness	100 Jim Moran Boulevard Deerfield Beach, Florida 33442

H07000294176 3

Richard A. Noland

100 Jim Moran Boulevard  
Deerfield Beach, Florida 33442

Melvin T. Stith

100 Jim Moran Boulevard  
Deerfield Beach, Florida 33442**ARTICLE VII.****POWERS**

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

**ARTICLE VIII.****LIMITATIONS**

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 IV hereof.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to the Corporation and the appropriate election is made by the Corporation). The Corporation shall not 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.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);

H07000294176 3

2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);

3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or

4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### **ARTICLE IX.**

##### **REGISTERED OFFICE AND AGENT**

The name of the registered agent of the Corporation is THOMAS K. BLANTON, and the street address of the Corporation's registered agent is 100 Jim Moran Boulevard, Deerfield Beach, Florida 33442.

#### **ARTICLE X.**

##### **INCORPORATOR**

The name of the sole incorporator of the Corporation is THOMAS K. BLANTON and the address of such incorporator is 100 Jim Moran Boulevard, Deerfield Beach, Florida 33442.

#### **ARTICLE XI.**

##### **CONTRIBUTIONS**

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

#### **ARTICLE XII.**

##### **DISTRIBUTION ON DISSOLUTION**

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located.

#### **ARTICLE XIII.**

##### **NO MEMBERS**

The Corporation shall not have Members.

H07000294176 3

**ARTICLE XIV.**  
**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE XV.**  
**BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

**ARTICLE XVI.**  
**AMENDMENT**

During the life of JANICE M. MORAN ("Jan"), and while Jan is not Unable to Act, Jan shall solely have the right to amend these Articles, in whole or in part. If Jan is not then living or is Unable to Act, these Articles may be amended, in whole or in part, only by a majority vote of the Board of Directors of the Corporation then serving; provided however, if the Corporation shall then have Bylaws in effect which govern the vote of the Board of Directors, such provisions shall apply to determine the vote of the Board of Directors for this purpose.

Notwithstanding the foregoing provisions of this Article, these Articles of Incorporation may not be amended at any time to change the name of the Corporation, and the name of the Corporation shall at all times be "The Jim Moran Foundation, Inc." In addition the provisions of Article IV, Sections (b) and (c) and Article XVI may not be amended at any time.

For purposes of these Articles, an individual shall be "Unable to Act", or if and so long as such individual shall, in the opinion of two medically certified doctors, selected by the Board of Directors, one of whom is either the individual's regular physician or the physician who is primarily responsible for the individual's medical care at such time, be incapable of performing his or her duties by reason of advanced age, illness, accident, or any other cause.

I HEREBY CERTIFY that the foregoing Restated Articles of Incorporation of THE JIM MORAN FOUNDATION, INC. are the Articles of Incorporation duly adopted by the Board of Directors of the Corporation by unanimous written consent of the Board of Directors effective as of November 30, 2007.

THE JIM MORAN FOUNDATION, INC.

By: Janice M. Moran  
JANICE M. MORAN, President

H07000294176 3

**CONSENT OF REGISTERED AGENT  
OF  
THE JIM MORAN FOUNDATION, INC.**

The undersigned, THOMAS K. BLANTON, having been named as registered agent to accept service of process for THE JIM MORAN FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

  
THOMAS K. BLANTON  
Registered Agent