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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JACKSONVILLE BEACH LIFEGUARD FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JACKSONVILLE BEACH LIFEGUARD FOUNDATION, INC.
A Florida Not For Profit Corporation**

The Jacksonville Beach Lifeguard Foundation, Inc. hereby amends and restates its Articles of Incorporation in its entirety in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), as follows.

**ARTICLE I
NAME**

The name of the corporation shall be: **Volunteer Life Saving Corps., Inc.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

427 North 3rd Street
Jacksonville Beach, FL 32250

**ARTICLE III
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. The educational and charitable purposes for which this Corporation is organized and to which its activities shall be limited are: (a) to provide educational, recreational and social benefits to minors and others who will serve the Jacksonville Beach community as current and future lifeguards; (b) to maintain a group of individuals thoroughly trained in life saving and first aid and to post those individuals as volunteer lifesavers at Jacksonville Beach, Florida; (c) allow individuals and entities to support life saving activities in the Jacksonville Beach community through financial contributions; and (d) such other educational or charitable activities which are related to the above described activities, to the extent permitted by the other provisions of these Articles.

3. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other

payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of these articles, the Corporation shall not carry on: (i) any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) any activities not permitted to be carried by a not-for-profit corporation under the Act.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment 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 or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE IV

ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be as provided in the Bylaws of the Corporation.

ARTICLE V

MEMBERSHIP

The members of the Corporation shall be such person or persons admitted as members from time to time as provided in the Bylaws of the Corporation. The qualifications and rights of the members shall be as set forth in the Bylaws of the Corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the Corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VI
REGISTERED AGENT AND STREET ADDRESS

The name and the Florida street address of the registered agent are:

William G. Hillegass
427 North 3rd Street
Jacksonville Beach, FL 32250

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, William G. Hillegass hereby accepts the appointment as registered agent and agrees to act in this capacity. William G. Hillegass further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and William G. Hillegass is familiar with and accepts the obligations of its position as registered agent.

By: 
William G. Hillegass

ARTICLE V
AMENDMENT

These Articles of Incorporation may be amended or amended and restated only by a vote of two-thirds of the members of the Board of Directors at a meeting at which a quorum of the members of the Board of Directors of the Corporation is present.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation of Jacksonville Beach Lifeguard Foundation, Inc. to be executed by its duly authorized officer on this 17 day of July, 2014.


By: Richard M. Riley, President

CERTIFICATE

This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors pursuant to resolutions adopted by written consent of the Board of Directors dated July 17, 2014.


By: Richard M. Riley, President