

N02000005833

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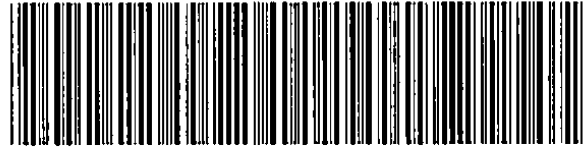
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2023 JAN -5 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

incorporating Services, Ltd.

540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com

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ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau

850.656.7953

REQUEST DATE 1/5/2023

PRIORITY Regular Approval

OUR REF # (Order ID#) 1109435

ORDER ENTITY

DONALD AND JANET MEALEY FAMILY FOUNDATION, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

DONALD AND JANET MEALEY FAMILY FOUNDATION, INC. (FL)

File the attached restated document and provide a certified copy.

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

DONALD AND JANET MEALEY FAMILY FOUNDATION, INC.

FILED
2023 JAN -5 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the DONALD AND JANET MEALEY FAMILY FOUNDATION, INC., a Florida not for profit Corporation (the "**Corporation**"), whose Articles of Incorporation were originally filed with the Florida Department of State on August 1, 2002, and assigned document number N02000005833, hereby amends and restates its Articles of Incorporation in their entirety.

These Amended and Restated Articles of Incorporation (these "**Articles**") were duly adopted by the Board of Directors of the Corporation and approved by the Members on December 27, 2022, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation were sufficient for its approval.

**ARTICLE I
NAME AND ADDRESS**

(a) The name of the corporation governed by these Articles is and shall continue to be "**DONALD AND JANET MEALEY FAMILY FOUNDATION, INC.**" (the "**Corporation**").

(b) The street address of the Corporation's principal office shall be 9776 COVENT GARDEN DRIVE, ORLANDO, FL 32827.

(c) The Corporation's mailing address shall be 9776 COVENT GARDEN DRIVE, ORLANDO, FL 32827.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in paragraph (b), the general purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No Member, Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of "self-dealing," as defined in Code Section 4941(d).

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Code Section 4942.

(6) The Corporation shall not retain any "excess business holdings," as defined in Code Section 4943(c).

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944.

(8) The Corporation shall not make any "taxable expenditures," as defined in Code Section 4945(d).

(9) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code. The Corporation shall at all times operate as an organization exempt from federal income tax under Section 501(c)(3) of the Code, and nothing in these Articles shall be construed to the contrary.

ARTICLE IV **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V

MEMBERS

The Corporation shall have one class of members. The rights of members, and the qualification, appointment, and designation of members, shall be as set forth in the Corporation's Bylaws.

ARTICLE VI

DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the Corporation's affairs shall be managed by, the Corporation's Board of Directors.

(b) The names and addresses of the current members of the Board of Directors of the Corporation are as follows:

- (1) Donald C. Mealey
9776 Covent Garden Drive
Orlando, Florida
- (2) Jay D. Mealey
9776 Covent Garden Drive
Orlando, Florida
- (3) Bevin Wesley
9776 Covent Garden Drive
Orlando, Florida

(c) The manner in which future Directors are to be elected or appointed shall be as set forth in the Corporation's Bylaws. The number of Directors may be increased or decreased in the manner provided in the Corporation's Bylaws, but the Corporation shall always have at least three (3) Directors.

ARTICLE VII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors, unless otherwise provided in the Bylaws.

ARTICLE VIII

AMENDMENT OF ARTICLES OF INCORPORATION

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE X
REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Corporation's registered agent are as follows:

CORPORATION COMPANY OF ORLANDO
300 SOUTH ORANGE AVENUE
SUITE 1600 (JGH)
ORLANDO, FL 32801

The undersigned Directors of the Corporation hereby executes and submits these amended and restated Articles and affirms the truth of all facts stated in these Articles, as of December 27, 2022. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.



Donald C. Mealey, Director

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above-stated Corporation at the place designated in its amended and restated Articles of Incorporation, the undersigned hereby agrees to act in such capacity and confirms that he is familiar with, and accepts the obligations provided for in, Florida Statutes Section 617.0502.

CORPORATION COMPANY OF ORLANDO

By: Greg Humphries

Name: J. Greg Humphries

Title: Officer

Dated: December 27, 2022.