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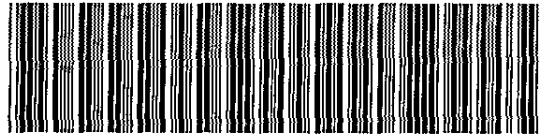
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03 JUN 23 PM 4:07

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TALLAHASSEE, FLORIDA

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03 JUN 23 AM 10:13

PLATE
DIVISION
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TALLAHASSEE, FLORIDA

Amended &
Restated
ART (58)

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF
FLORIDA GUARDIANSHIP FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment and restatement of its Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be: FLORIDA GUARDIANSHIP FOUNDATION, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be: 46 N. Washington, Suite 21, Sarasota, FL 34236.

ARTICLE III

Purpose

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax code. The purpose of the corporation is to act within Chapter 617 of the Florida Statutes to test the proficiency of Florida guardians in the processes and procedures related to guardianship and incapacity, register professional Florida guardians, assist in developing guardianship training programs, and otherwise promote the proficiency and minimum competence of Florida guardians so all persons of marginal or diminished capacity receive quality guardianship services.

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ARTICLE IV

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the Bylaws adopted by the Board of Directors, provided that the corporation shall always have at least three directors. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Edwin Boyer	46 N. Washington, Suite 21 Sarasota, FL 34236
Knyvett Lee	7071 W. Commercial, Suite 2-D Ft. Lauderdale, FL 33319
Matthew Mayper	1515 Ringling Blvd., 10 th Floor Sarasota, FL 34236

ARTICLE V

Duration

The duration of the corporation shall be perpetual.

ARTICLE VI

Membership

There shall be no members.

ARTICLE VII

Tax Status

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director or officer of the corporation, or any other private person, except that

the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from United States income tax under Section 501 (c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 (c)(2) of the Code.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon dissolution of the corporation, any remaining assets after payment or making provision for payment of debts and liabilities shall be distributed exclusively for charitable and educational purposes to one or more organizations exempt under Section 501(c)(3) of the Code or corresponding section of any future code. No assets shall be distributed to any officer, director, or other individual.

ARTICLE VIII

Indemnification

The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he

or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The corporation shall also indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, 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.

ARTICLE IX

Initial Officers

The names, addresses, and titles of the initial directors and officers of the corporation are:

Edwin Boyer, President	46 N. Washington, Ste 21 Sarasota, FL 34236
Knyvett Lee, Vice President	7071 W. Commercial, Ste. 2-D Ft. Lauderdale, FL 33319
Matthew Mayper, Secretary/Treasurer	1515 Ringling Blvd., 10 th Floor Sarasota, FL 34236

ARTICLE X

Registered Agent and Street Address

The name and Florida street address of the registered agent of the corporation is: Edwin Boyer at 46 N. Washington, Suite 21, Sarasota, FL 34236.

ARTICLE XI

Adoption of Amendments and Restated Articles

The amendments herein and the restatement of these Articles of Incorporation were presented to and approved by the Board of Directors of the corporation on the 13th day of June, 2003. The corporation has no members.

The undersigned has subscribed his name this 13th day of June, 2003.

[Signature]
Signature

Edwin R. Boyer
Printed Name

PRES.
Title

STATE OF FLORIDA

COUNTY OF SARASOTA

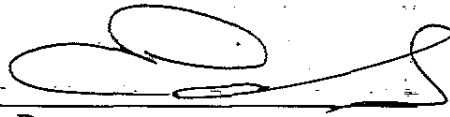
The foregoing instrument was acknowledged before me on June 13, 2003, by Edwin Boyer of FLORIDA GUARDIANSHIP FOUNDATION, INC., who ☒ is personally known to me, or ☐ has produced _____ as identification.



R. L. Jorgensen
MY COMMISSION # DD194694 EXPIRES
March 18, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
(Print of stamp name)
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of a Registered Agent as provided for in the Florida Statutes.

A handwritten signature in black ink, appearing to read 'Edwin Boyer', written over a horizontal line.

Edwin Boyer
Registered Agent

297919