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## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FLORIDA ASSOCIATION OF SCHOLARSHIP FUNDING ORGANIZATION, INC.  
(Name of corporation)

**DOCUMENT NUMBER:** N03000004964

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MS. SALLY SIMMONS

(Name of person)

CHILDREN FIRST - CENTRAL FLORIDA

(Name of firm/company)

1101 NORTH LAKE DESTINY ROAD, SUITE 375

(Address)

MAITLAND, FLORIDA 32751

(City/state and zip code)

For further information concerning this matter, please call:

MS. SALLY SIMMONS

(Name of person)

at ( 407 )

629-8787

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



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**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF SCHOLARSHIP  
FUNDING ORGANIZATIONS, INC.**

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**ARTICLE I**

The name of the Corporation is **FLORIDA ASSOCIATION OF SCHOLARSHIP FUNDING ORGANIZATIONS, INC.** (the "Corporation").

**ARTICLE II**

The address of the Corporation's principal office is 1101 North Lake Destiny Road, Suite 375, Maitland, Florida 32751.

**ARTICLE III**

The Corporation shall be organized and operated exclusively for charitable and educational purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), and in particular:

1. To operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the organizations listed in its Bylaws and described in Section 501(c)(3) and publicly supported pursuant to Section 509(a)(1) or Section 509(a)(2) of the Code that elect or appoint its directors ("the Supported Organizations"); and
2. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the Corporation shall have all of the powers granted to not-for-profit corporations by §617.0302 and §617.0303 of the Florida Not-For-Profit Corporation Act; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the corporation.

#### ARTICLE IV

*This Corporation is a nonprofit corporation and shall have no capital stock.*

#### ARTICLE V

The qualifications and rights of members, if any, of the Corporation shall be set forth in the Corporation's Bylaws. Membership qualifications, if the Corporation shall have members, shall be non-discriminatory in that no distinction or limitation on membership may be imposed on the basis of race, color, sex, national origin, sexual preference, religion, disability or handicap.

#### ARTICLE VI

A. 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.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify the Corporation as an entity described in Section 501(c)(3) of the Code.

C. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, within the meaning of Section 501(c)(3) of the Code, 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 these Articles.

D. The Corporation shall not operate to support or benefit any organization other than the Supported Organizations.

E. The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would prevent it at any time from qualifying and continuing as a corporation described in Section 501(c)(3) of the Code and exempt from federal income tax under Section 501(a) of the Code.

F. Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the

Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

G. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are conducted.

H. No loans shall be made by the Corporation to any director, officer, or employee of the Corporation, or to any spouse, sibling, or child of any such individual.

#### **ARTICLE VII**

The affairs of the Corporation shall be managed by a Board of Directors, all of which are elected or appointed by the Supported Organizations. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws.

#### **ARTICLE VIII**

The initial registered office of the Corporation shall be located at 400 Park Avenue South, Suite 150, Winter Park, Florida 32789. The initial registered agent of the Corporation at that address shall be Ometrias D. Long & Associates, P.A., c/o Ometrias Deon Long.

#### **ARTICLE IX**

The name and address of the sole incorporator of the Corporation is Ometrias Deon Long, c/o Ometrias D. Long & Associates, P.A., 400 Park Avenue South, Suite 150, Winter Park, Florida 32789.

#### **ARTICLE X**

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to the Supported Organizations, and in such shares as shall be determined by the Board of Directors at that time, provided that they are then qualified as organizations exempt from federal income tax under Section 501(c)(3) of the

Code and described in Section 170(c)(2) of the Code. If none of the Supported Organizations are then in existence, or then qualify, such assets shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

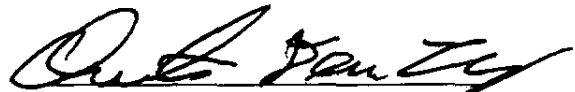
#### ARTICLE XI

To the greatest extent permitted by §617.0834 of the Florida Not-For-Profit Corporation Act, or by other Florida law, as now in effect or as hereafter may be amended, no director or officer of the Corporation shall be personally liable to the Corporation for any claim based upon an act or omission of such person performed in the discharge of such person's duties, provided however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

#### ARTICLE XII

These Articles of Incorporation may be amended by the incorporator of the Corporation in order to comply with the requirements of Section 509(a)(3) and 501(c)(3) of the Code and the regulations thereunder, or to the extent necessary to enable the Corporation to receive a written determination from the Internal Revenue Service that the Corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code. Any such amendment by the incorporator shall be deemed effective as of the date of formation of this Corporation. All other amendments to these Articles of Incorporation shall be made in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned has executed this Articles of Restatement of Articles of Incorporation this 9<sup>th</sup> day of February, 2004.



Ometrias Deon Long, Incorporator

The Articles of Restatement were adopted by the members on February 9, 2004.



Sally P. Simmons  
Vice Chairman  
FLA-SFD