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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE VESTCOR FAMILY FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VESTCOR FAMILY FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation as follows:

ARTICLE I

CORPORATION NAME. The name of this corporation is "The Vestcor Family Foundation, Inc."

ARTICLE II

TERM OF EXISTENCE. The period of the duration of the existence of this Corporation will be perpetual and commenced at the time of filing of the original Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE AND RESTRICTIONS. The purposes of the Corporation and the restrictions on its operations are as follows:

(a) This Corporation is organized and operated for the purpose of providing charitable, educational and humanitarian services consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is to assist disadvantaged and needy persons in the United States and the Commonwealth of the Bahamas through the direct distribution of funds to public charities, or through the

the Bahamas through the direct distribution of funds to public charities, or through the administration of various initiatives that would focus on literacy, tutoring, self-esteem building, career development, scholarship funding, vocation training, family self-sufficiency and disaster relief to benefit families of affordable communities or others in need. In addition, the Corporation will foster affordable housing to relieve the poor and distressed that is considered charitable as described in section 501(c)(3) of the Internal Revenue Code. The particular 501(c)(3) charities designated to receive distributions from the Corporation or entities with which the Corporation contracts to provide services will be determined by its board of directors in a non-discriminatory manner based upon impartial criteria to be established. Additionally, the Corporation will support literacy efforts for organizations both foreign and domestic through the purchase of books and other reading aids and may do other activities that are related to the activities set forth herein as long as such activities comply with the restrictions set forth herein.

(b) The Corporation shall restrict its operations to the promotion of charitable, educational and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, 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 herein.

(d) The Corporation shall not engage in any acts of self-dealing as defined in section 4941(d) of the Code, retain any excess business holdings as defined in section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code, make any taxable expenditures as defined in section 4945(d) of the Code, or otherwise violate any of the provisions of Florida Statutes section 617.0835.

(e) The Corporation may do any and all things and exercise any and all powers, rights, and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(f) The provisions of this Article III setting forth the purposes and restrictions of the Corporation may be amended only if following the amendment the Corporation will continue to qualify as an exempt organization under section 501(c)(3) of the Code.

ARTICLE IV

NONSTOCK CORPORATION This Corporation was organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V

PRINCIPAL ADDRESS The street address of the principal office of the Corporation in the state of Florida shall be:

c/o Vestcor, Inc.
3030 Hartley Road, Suite 310
Jacksonville, FL 32257

ARTICLE VI

DIRECTORS. The powers, business and affairs of the Corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws.

ARTICLE VII

MEMBERSHIP. This Corporation shall have no members.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the Corporation, the Board of Directors shall distribute the assets of the Corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE IX

AMENDMENT. These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE X


INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. The Corporation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. No director, officer, agent or representative of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article X shall not adversely affect any right or protection of a director, officer, agent or representative of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

BYLAWS. The initial Bylaws of the Corporation were adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

The foregoing Amended and Restated Articles of Incorporation does not contain any amendment to the Articles of Incorporation of the Corporation requiring member approval and was adopted by the members of the board of directors on October 9, 2018, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made and subscribed these
Amended and Restated Articles of Incorporation of The Vestcor Family Foundation,
Inc. as of the 9th day of October, 2018.

THE VESTCOR FAMILY FOUNDATION, INC.


Name: Jason O. Lloyd
Title: Vice President