

No 4000001464

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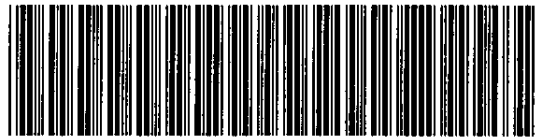
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Amended + Restated Act

T. Roberts MAY 30 2006

06 MAY 19 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FELLOWSHIP FOUNDATION, INC.

DOCUMENT NUMBER: N04000001464

The enclosed *Amended & Reinstated Art* ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul F. Smyth, CPA
(Name of Contact Person)

Smyth & Hauck, PA, CPAs
(Firm/ Company)

712 U.S. Highway One, Suite 210
(Address)

North Palm Beach, FL 33408
(City/ State and Zip Code)

For further information concerning this matter, please call:

Paul F. Smyth, CPA at (561) 848-9300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended and Restated Articles of Incorporation

Fellowship Foundation, Inc.

Pursuant to the provisions of Section 617, of the Florida Statutes, Fellowship Foundation, Inc., a not-for-profit corporation, organized and existing under the laws of the State of Florida, adopts the following Amended and Restated Articles of Incorporation:

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06 MAY 19 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this Corporation shall be: Fellowship Foundation, Inc. (hereafter the "Foundation").

ARTICLE II PRINCIPAL OFFICE

The Principal place of business and mailing address of the Foundation shall be:

5343 Northlake Blvd.
Palm Beach Gardens, FL 33418

ARTICLE III PURPOSE AND LIMITATIONS

The purpose and limitations for which the Foundation is organized are:

1. The Foundation is organized exclusively for charitable, religious, and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees or other private persons, except that the Foundation 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 Amended and Restated Articles of Incorporation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.
3. The Foundation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that the Foundation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and provided further that the Foundation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV DIRECTORS/MEMBERS

The Foundation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the Foundation's Bylaws. The management and affairs of the Foundation shall be at all times under the direction of the Board of Directors, whose operations in governing the Foundation shall be defined by statute and by the Foundation's Bylaws. No member or Director shall have any right, title or interest in or to any property of the Foundation.

ARTICLE V DIRECTORS AND/OR OFFICERS

The names and addresses of the Foundation's Directors and/or Officers are as follows:

J. Todd Mullins (CP)
8283 South Bates Road
Palm Beach Gardens, FL 33418

Richard M. Smith (D)
11847 162nd Place North
Jupiter, FL 33478

Stephen P. Austin (VC)
6140 Dania Street
Jupiter, FL 33458

Dr. Thomas Mullins (D)
8735 North Elizabeth Avenue
Palm Beach Gardens, FL 33418

Dr. William Eickhoff (D)
212 Barbados Drive
Jupiter, FL 33458

Kamal Fereg (D)
496 Pelican Lane South
Jupiter, FL 33458

Donald W. Miller (ST)
2347 Prosperity Bay Court
Palm Beach Gardens, FL 33410

James K. Happ (D)
42 Bermuda Lakes Drive
Palm Beach Gardens, FL 33410

David Saunders (D)
8299 South Bates Road
Palm Beach Gardens, FL 33418

ARTICLE V DIRECTORS AND/OR OFFICERS (Continued)

The number of Directors constituting the Board shall be as provided in the Bylaws of the Foundation; provided, however that there shall never be less than five (5) Directors. The manner of the selection and the manner of the discharge of the Directors of the Foundation shall be as provided in the Bylaws of the Foundation.

ARTICLE VI DISSOLUTION

In the event of dissolution of the Foundation, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Foundation, the residual assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE VII BYLAWS

The Bylaws of the Foundation shall be adopted and may be altered, amended, repealed or supplemented by a majority vote of the Foundation's Board of Directors.

ARTICLE VIII REGISTERED AGENT

The name and address of the registered agent is:

Dr. Thomas D. Mullins
5343 Northlake Blvd.
Palm Beach Gardens, FL 33418

ARTICLES IX INCORPORATOR

The name and address of the Incorporator is:

Dr. Thomas D. Mullins
5343 Northlake Blvd.
Palm Beach Gardens, FL 33418

ARTICLE X COMMENCEMENT OF FOUNDATION'S CORPORATE EXISTENCE

The corporate existence of this Foundation commenced on February 5, 2004.

In Witness Whereof, the Chairman and Vice Chairman of the corporation have executed these Restated Articles of Incorporation this 17th day of May, 2006.

Fellowship Foundation, Inc.

By: J. Todd Mullins

J. Todd Mullins, Chairman

Stephen P. Austin

Stephen P. Austin, Vice Chairman

**Articles of Amendment
to
Articles of Incorporation
of**

FELLOWSHIP FOUNDATION, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N04000001464

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A - No change

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

See attached amended and restated articles of incorporation.

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: May 17, 2006

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

J. Todd Mullins
(Typed or printed name of person signing)

Chairman
(Title of person signing)

FILING FEE: \$35