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STREFLING FOUNDATION, INC.**

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
STREFLING FOUNDATION, INC.**

These Second Amended and Restated Articles of Incorporation (these "Articles") of Strefling Foundation, Inc., a Florida not for profit corporation (the "Corporation"), dated as of July 13, 2018, are being duly executed and filed by Richard W. Strefling, its president, to amend and restate the Corporation's Amended and Restated Articles of Incorporation, which were filed on February 2, 2006. These Articles were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of this Corporation is: Strefling Foundation, Inc. The principal place of business of the Corporation is 119 Bay Pointe Drive NE, St. Petersburg, FL 33704. The mailing address of this Corporation is P.O. Box 76447, St. Petersburg, FL 33734.

**ARTICLE II**

**Term of Existence**

The term of the Corporation commenced on the date the Articles of Incorporation were filed with the Department of State of the State of Florida and shall continue in existence until the Corporation has no Voting Member, unless its existence is sooner terminated pursuant to the Florida Not For Profit Corporation Act, these Articles or the bylaws of the Corporation.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes, providing educational grants and scholarships and grants to other charitable organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding sections of any prior or future law.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV**

**Directors, Members, and Amendments**

The power to amend these articles of incorporation and the bylaws of the Corporation and the power to elect and remove directors shall be vested solely in the voting member ("Voting

**Member**") of the Corporation, unless and until the Corporation has no Voting Member at which time such power shall be vested in the board of directors of the Corporation. The qualifications of the Voting Member shall be as specified in the bylaws of the Corporation.

#### **ARTICLE V** **Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to The Foundation for the Center for Hospice and Palliative Care, Inc., 111 Sunnybrook Ct., South Bend, IN 46637, provided that it is an exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose, or, if it is not, to one or more organizations which themselves are exempt as organizations described in Code §§ 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

#### **ARTICLE VI** **Registered Office and Agent**

The street address of the registered office of the corporation is 101 E. Kennedy Blvd., Suite 2700, Tampa, FL 33602, and the name of its registered agent at such address is TK Registered Agent, Inc.

#### **ARTICLE VII** **Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**Section 3. Private Foundation Limitations.** At any time during which the corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;

(a) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

(b) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

(c) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and

(d) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

### CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Second Amended and Restated Articles of Incorporation of Strefling Foundation, Inc. (1) contain amendments that require member approval, (2) were approved by the members on July 13, 2018, and (3) the number of votes cast by the members for the amendments was sufficient for approval.

Dated this 13 day of July 2018.

Strefling Foundation, Inc.

By: 

Name: Richard W. Strefling

Title: President

STREFLING FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, TK Registered Agent, Inc., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Second Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 13th day of July, 2018.

TK REGISTERED AGENT, INC.

By: 

Richard A. Bruner