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Division of Corporations

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BASIC AMENDMENT

THE ROBERT GAMEZ FOUNDATION, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ROBERT GAMEZ FOUNDATION, INC.**

The undersigned officer, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation of the Robert Gamez Foundation, Inc., a corporation not for profit under the laws of the State of Florida (the "Corporation") and certifies as follows:

1. The name of the Corporation is the Robert Gamez Foundation, Inc.
2. The Corporation does not have any members.
3. The Corporation's board of directors adopted Amended and Restated Articles of Incorporation on October 15, 2005.
4. The following text amends and restates the Corporation's Articles of Incorporation filed with the Florida Secretary of State on August 16, 2004:

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
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**ARTICLE I - Name**

The name of the Corporation shall be THE ROBERT GAMEZ FOUNDATION, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The street address of the principal office and the mailing address of the Corporation is 52 Riley Road, # 152, Celebration, Florida 34747.

**ARTICLE III - Purpose**

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

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C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act 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 investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Current Registered Office and Agent

The street address of the registered office of the Corporation is 914 Jasmine Street, Celebration, Florida 34747 and the name of the registered agent of the Corporation at that address is Lisa J. Gilmore.

#### ARTICLE VI - Directors

- A. The current number of directors of the Corporation is four (4).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

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D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the current members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Bill Bona	721 Front Street, #110 Celebration, FL 34747
James M. Caughorn	471 Walter Street Celebration, Florida 34747
Lynn Gamez	510 Golf Park Drive Celebration, Florida 34747
Gene Garrote	701 Golf Park Drive Celebration, Florida 34747
Kim Hawk	215 Celebration Place Celebration, Florida 34747
James Ippoliti	13 Blake Boulevard Celebration, Florida 34747
<del>Jim Matoska</del>	<del>215 Celebration Place, Suite 200 Celebration, Florida 34747</del>
Kelly McCarthy	215 Celebration Place, Suite 500 Celebration, Florida 34747
Mike Mekdeci	800 Celebration Avenue Celebration, Florida 34747
John Moskos	390 N. Orange Avenue, Suite 700 Orlando, Florida 32801
Jim Murphy	215 Celebration Place, Suite 190 Celebration, FL 34747
Scott Siegel	222 W. Comstock Avenue, Suite 208 Winter Park, Florida 32789

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

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**ARTICLE VII - Members**

The Corporation may have members, as specified in the Bylaws of the Corporation.

**ARTICLE VIII- Amendment to Articles**

These Articles of Incorporation may be amended only upon the affirmative vote of the Corporation's directors, in the manner specified in the Corporation's Bylaws.

**ARTICLE IX - Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Corporation's directors, in the manner specified in the Corporation's Bylaws.

**ARTICLE XI- Dissolution**

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned officer has executed these Articles of Incorporation this 25 day of October, 2005.

By: \_\_\_\_\_  
Name: Scott Seigel  
Title: President