

03/31/2016 THU 1:06 PM FAX
3/31/2016

ND40000008975

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000080623 3)))



H160000806231ADC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: jeff.pickering@ircommunityfoundation.org

COR AMND/RESTATE/CORRECT OR O/D RESIGN
INDIAN RIVER COMMUNITY FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

APR 01 2016

C McNAIR

RECEIVED

16 MAR 31 PM 1:07

APR 01 2016

C McNAIR

(((H16000080623 3)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

INDIAN RIVER COMMUNITY FOUNDATION, INC.

a Florida Not For Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAR 31 PM 4:18

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be Indian River Community Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS**

The address of the principal office of the Corporation is 5070 N. Highway A1A, Suite 200, Vero Beach, Florida 32963, and the mailing address of the Corporation is P.O. Box 643968, Vero Beach, Florida 32964. The operations of the Corporation shall be conducted principally in Indian River County, but shall not be limited to the County.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter referred to as the "Code").

(((H16000080623 3)))

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation. Final control of, and responsibility for the receipt, management and distributions of, all funds of the Corporation shall rest with the Board of Directors. The Board may take into consideration, but shall in no way be bound by, the wishes of donors with respect to the distribution of funds contributed to the Corporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. 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 any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

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

((H16000080623 3)))

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - FOUNDING DIRECTORS

The names of the persons who served as the Founding Members of the Board of Directors of the Corporation are as follows:

Robin A. Lloyd, Sr.

Ann Marie McCrystal

Richard McDermott

ARTICLE VI - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE IX - AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the full Board of Directors at a meeting of the Board of Directors of the Corporation at which a quorum is present, provided that written notice of the proposed amendments shall have

(((H16000080623 3)))

been provided to all of the members to the Board of Directors at least two (2) weeks prior to the meeting.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payments of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations pursuant to Code Section 501(c)(3), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Indian River County, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 16 day of February, 2016.

INDIAN RIVER COMMUNITY
FOUNDATION, INC.

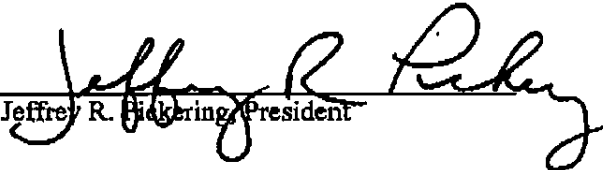
By: Jeffrey R. Pickering
Jeffrey R. Pickering, President

((H16000080623 3))

CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The Amended and Restated Articles of Incorporation of Indian River Community Foundation, Inc. contain amendments to the Articles of Incorporation that require member approval.

2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on January 19, 2016, and the number of votes cast for the amendment was sufficient for approval.


Jeffrey R. Pickering, President


Neill A. Currie, Secretary

Dated: February 16, 2016