

NO 4928

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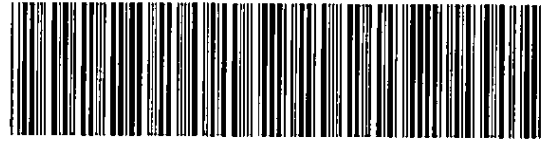
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SULKER

FEB 07 2020

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: J. Ben Watkins Private Foundation, Inc.

DOCUMENT NUMBER: NOL 928

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Ben Watkins III

(Name of Contact Person)

(Firm/ Company)

1330 Preakness Point

(Address)

Tallahassee, Florida 32308

(City/ State and Zip Code)

jbenwatkinsiii@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Ben Watkins III

850

570-8718

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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 32304-6327

Street Address

Amendment Section
Division of Corporations
Clifton Building
Tallahassee, FL 32304

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
J. BEN WATKINS PRIVATE FOUNDATION, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, J. BEN WATKINS PRIVATE FOUNDATION, INC, a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The corporation has no members and as such, member approval is not required.
3. The Board of Directors, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment at a meeting of the members on February 6, 2020.

The undersigned officer of the J. BEN WATKINS PRIVATE FOUNDATION, INC. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on February 6, 2020.

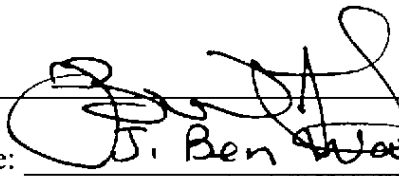
J. BEN WATKINS PRIVATE FOUNDATION, INC.

By: _____

Name: _____

Title: _____

Date: _____


J. Ben Watkins III

Chairman

2/7/20

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2020 FEB -7 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
J. BEN WATKINS PRIVATE FOUNDATION, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME AND TERM**

- (a) The name of this corporation (the "Corporation") shall be: J. BEN WATKINS PRIVATE FOUNDATION, INC.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED AGENT AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1330 Preakness Point, Tallahassee, Florida 32308. The registered agent is J. Ben Watkins at 1330 Preakness Point, Tallahassee, Florida 32308.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) The Corporation is organized as a Florida not-for-profit corporation and shall be operated exclusively for charitable, religious, educational and scientific purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, without limitation, supporting the charitable activities of 501 (c)(3) organizations working in the areas of animal welfare, homelessness, literacy, education, poverty, child welfare and protection of the environment.

(b) Solely in connection with the foregoing purposes, the Corporation is permitted to make distributions to organizations which qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or corresponding section of any future federal tax code (the "Code").

(c) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be

entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from taxation under Section 501(c)(3) of the Code or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(iv) In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; and

B. shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (2) retain any excess business holding as defined in Section 4943(c) of the Code; (3) make any investment in such manner as to subject it to tax under Section 4944 of the Code; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code.

(v) Upon the dissolution of the Corporation, the assets of the Corporation after payment of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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 IV POWERS

The Corporation shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

ARTICLE V
MEMBERS

The Corporation shall have no members.

ARTICLE VI
BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Corporation's Board of Directors. The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

The current directors are as follows:

J. Ben Watkins, Chairman
1330 Preakness Point
Tallahassee, FL 32308

Joy Watkins
1330 Preakness Point
Tallahassee, FL 32308

John Yadon
9017 Latimer Road
Jacksonville, FL 32257

ARTICLE VII
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

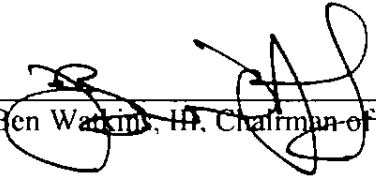
ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time by an affirmative vote of a majority of the entire Board of Directors; and the Articles of Amendment may be signed by an officer of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of February 2020.



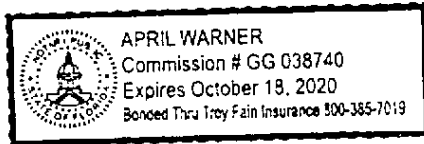
J. Ben Watkins, III, Chairman of the Board

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of February, 2020,
by J. Ben Watkins, III, who is personally known to me (or who has produced

As identification).

NOTARY PUBLIC



April Warner
Signature

April Warner
Print Name

STATE OF FLORIDA

My Commission Expires: October 18, 2020