

N05000002548

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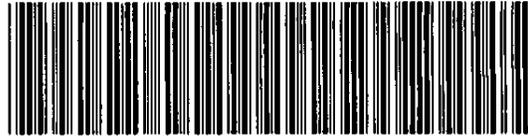
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TALLAHASSEE FLORIDA

DEC 01 2017
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sheriffs Ranches Enterprises, Inc.

DOCUMENT NUMBER: N05000002548

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

Please return all correspondence concerning this matter to the following:

Vicky Grant

(Name of Contact Person)

Sheriffs Ranches Enterprises, Inc.

(Firm/ Company)

PO Box 2000

(Address)

Boys Ranch, FL 32064

(City/ State and Zip Code)

vgrant@youthranches.org

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

For further information concerning this matter, please call:

Vicky Grant

386

842-5501

at

(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:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
OF
SHERIFFS RANCHES ENTERPRISES, INC.**

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of SHERIFFS RANCHES ENTERPRISES, INC.

FILED
DEC - 1 AM 9:31
TALLAHASSEE, FLORIDA

Section 1 - Name and Background

SHERIFFS RANCHES ENTERPRISES, INC. is a corporation organized and existing under the Florida Not For Profit Corporation Act, under document number N05000002548, filed in the office of the Department of State of the State of Florida on March 14, 2005.

Section 2 - Certification

Pursuant to Section 617.1007(3)(a), *Florida Statutes*, Sheriffs Ranches Enterprises, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation did not require member approval. The Board of Directors of Sheriffs Ranches Enterprises, Inc. adopted the following amendment and restatement of the Articles of Incorporation of Sheriffs Ranches Enterprises, Inc.:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Sheriffs Ranches Enterprises, Inc. (the "Corporation").

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

The street address of the principal office of the Corporation is 2486 Cecil Webb Place, Live Oak, Florida 32060. The mailing address of the Corporation is Post Office Box 2000, Boys Ranch, Florida 32064.

ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and as a Type I supporting organization for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Florida Sheriffs Youth Ranches, Inc., a Florida not for profit corporation that is a publicly-supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization"); provided, however, that the Corporation may select a replacement organization for the Supported Organization (and the references herein to Supported Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and

that is a publicly-supported charity (within the meaning of Sections 501(c)(3) and Section 509(a)(1) or 509(a)(2)), in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing services to Florida's youth and families in preventing delinquency and developing lawful, resilient, and productive citizens.

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.

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 members, directors, trustees, 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 Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax 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.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

The Board of Directors of the Corporation shall be elected in the manner and method provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 2486 Cecil Webb Place, Live Oak, Florida 32060. The name of the registered agent of the Corporation at that address is William A. Frye, Jr. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or restated in accordance with the provisions of Chapter 617 of the *Florida Statutes*. Further, any such amendment or restatement shall be approved by the Board of Directors of Florida Sheriffs Youth Ranches, Inc.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for an exempt purpose to the Supported Organization, or, in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Sheriffs Ranches Enterprises, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Department of State of the State of Florida.

Dated _____, 2017.

By: _____

John Burley, Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, *Florida Statutes*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Sheriffs Ranches Enterprises, Inc.
2. The name and address of the registered agent and office of the Corporation are William A. Frye, Jr., 2486 Cecil Webb Place, Live Oak, Florida 32060.

DATED _____, 2017.

By: _____

William A. Frye, Jr., President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED _____, 2017.

William A. Frye, Jr.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: December 1, 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

Dated December 1, 2017 _____

Signature William A. Frye, Jr.
(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)

William A. Frye, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)