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**FOR AMND/RESTATE/CORRECT OR O/D RESIGN
THE JESSICA MARIE LUNSFORD FOUNDATION, INC.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
THE JESSICA MARIE LUNSFORD FOUNDATION, INC.**

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Pursuant to Section 617.1007, Florida Statutes, The Jessica Marie Lunsford Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles contain an amendment to the Articles of Incorporation requiring member approval.

THIRD: The Amended and Restated Articles were submitted to the members entitled to vote thereon in conformity with Section 617.1002, Florida Statutes on August 21, 2006.

FOURTH: The Amended and Restated Articles were adopted as of August 21, 2006 by a vote of the members of the Corporation sufficient for approval.

Signed this 22nd day of August, 2006.

THE JESSICA MARIE LUNSFORD FOUNDATION, INC.,
a Florida not-for-profit corporation

By: Mark Lunsford
Mark Lunsford, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JESSICA MARIE LUNSFORD FOUNDATION, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The Amended and Restated Articles of Incorporation of The Jessica Marie Lunsford Foundation, Inc., a Florida not-for-profit corporation, are set forth below.

**ARTICLE I
NAME**

The name of the corporation is The Jessica Marie Lunsford Foundation, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the Corporation is located at 7266 S. Sonata Avenue, Homosassa, Florida 34446. The mailing address of the Corporation is 7266 S. Sonata Avenue, Homosassa, Florida 34446.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the foregoing, the Corporation is organized to (a) promote public awareness and education as it relates to the safety of children from sexual predators, (b) assist families of missing children, and (c) assist underprivileged children obtain access to necessary medical care.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code and the Corporation shall not

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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 the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 Article III of these Articles of Incorporation; and

(c) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE V
BOARD OF DIRECTORS**

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3).

(c) The Board of Directors shall have the power to elect additional or successor directors at any time and shall have the power to request the resignation of any existing director.

**ARTICLE VI
OFFICERS**

(a) The officers of the Corporation shall be a President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

**ARTICLE VII
DURATION**

The Corporation shall exist perpetually.

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**ARTICLE VIII
MEMBERS**

The Corporation shall have no members.

**ARTICLE IX
BYLAWS**

The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

**ARTICLE X
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors of the Corporation voting at any meeting in which a quorum of the membership of the Corporation is in attendance and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XI
CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code that have purposes similar to the religious, charitable and educational purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of this Corporation.

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**ARTICLE XII
LIMITATIONS ON CORPORATE POWER**

Should the Corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

**ARTICLE XIV
INDEMNIFICATION**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all subsequent amendments thereto.

END OF DOCUMENT