

NO5000006425

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DIVISION OF CORPORATIONS
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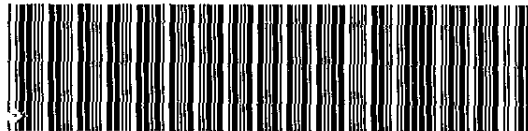
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08/23/05--01011--024 **8.75

08/15/05--01075--012 **43.75

Amend
JB
8/23

(561) 881-1960
(561) 881-3567 FAX
rsbuist@pb.quik.com

R. SCOTT BUIST
ATTORNEY AT LAW
745 U.S. HIGHWAY ONE
SUITE 102
NORTH PALM BEACH, FL 33408

MEMBER OF THE BARS
OF FLORIDA, NEW JERSEY,
OKLAHOMA, DISTRICT OF COLUMBIA

August 11, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314


RE: J C FOUNDATION, INC. - *Doc. No. NO5000006425*

Dear Sir or Madam:

I am the attorney for the J C FOUNDATION, INC. Enclosed for filing please find original Amended Articles of Incorporation with Addendum for the J.C. FOUNDATION, INC. a not-for-profit corporation originally organized on June 21, 2005. Please file this document and return a certified copy in the envelope provided. Pursuant to instructions from your office I have also enclosed a check in the amount of \$43.75 for costs of filing and return of a certified copy. *→ Returned*

Thank you for your time and assistance.

Sincerely,


R. Scott Buist

RSB:cb
Encl.

(561) 881-1960
(561) 881-3567 FAX
rsbuist@pb.quik.com

R. SCOTT BUIST
ATTORNEY AT LAW
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NORTH PALM BEACH, FL 33408

MEMBER OF THE BARS
OF FLORIDA, NEW JERSEY,
OKLAHOMA, DISTRICT OF COLUMBIA

EXPRESS MAIL
850-245-6909

August 19, 2005

Division of Corporations
Attention: Ms. Velma Shepard
P.O. Box 6327
Tallahassee, Florida 32314

Rec'd 8/22

RE: J C FOUNDATION, INC.
Amended Articles of Incorporation

Dear Ms. Shepard:

Enclosed please find the completed Cover Letter and Articles of Amendment executed by the President and Director of the corporation. I hope I have followed your instructions correctly. If so, please file the Amended Articles of Incorporation and return a certified copy in the envelope which I provided with the first submission. If there are additional requirements, I would greatly appreciate another telephone call from you.

A check for \$43.75 was included with my first submission representing the filing fee and \$8.75 for the return of a certified copy. I have enclosed an additional check for \$8.75 and would request a Certificate of Status after the filing of the Amended Articles of Incorporation.

Again, I want to thank you for taking the time and effort to contact me so that I could correct the oversight rather than just returning the package. Your extra effort is greatly appreciated. With best wishes, I am

Sincerely,

R. Scott Buist

RSB:cb
Encls.

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(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

The entire Amended Articles of Incorporation are attached hereto and made a part hereof.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: August 18, 2005

Effective date if applicable: August 18, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

Signed this 18th day of August, 2005

Signature Richard W. Caudill
(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.)

Richard W. Caudill

(Typed or printed name of person signing)

President/Director

(Title of person signing)

FILING FEE: \$35

J C FOUNDATION, INC.

The undersigned acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

AMENDED ARTICLES OF INCORPORATION

ARTICLE I Name

The name of the Corporation shall be: J C FOUNDATION, INC.

ARTICLE II The Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be:
2 Banchory Court, Palm Beach Gardens, Florida 33418, telephone # 561-624-7020.

ARTICLE III Purposes

The specific purposes for which the Corporation is organized are as follows:
The J C FOUNDATION, INC. is created and organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ARTICLE IV
Manner of Election of Directors

The manner in which the Directors are elected or appointed is as follows:

Each person named as a Director in the Articles of Incorporation has been appointed by the Incorporator as a member of the initial Board of Directors and shall hold office until said Directors shall be qualified and elected at the first Annual Meeting of Members, or until said Director's earlier resignation, removal from office or death. At the first Annual Meeting of Members and at each Annual Meeting thereafter, the Members shall elect Directors to hold office until the next Annual Meeting of Members. Each Director shall hold office for the term for which said Director is elected or until said Director's successor shall be qualified and elected, said Director's prior resignation, said Director's removal from office or said Director's death.

ARTICLE V
Directors of the J C FOUNDATION, INC.

The names of the appointed Directors of the J C FOUNDATION, INC. are as follows:

Richard W. Caudill
Loretta D. Caudill
Phyllis G. Hadaway
Michael S. Caudill
Karen A. Dyer
Richard J. Caudill

ARTICLE VI
Manner of Appointment of Officers

The manner in which the Officers are elected or appointed is as follows:

It is hereby provided that the Officers named in the Articles of Incorporation have been appointed by the Incorporator and shall serve until the first Meeting of Directors. At said first Meeting of Directors the Officers of the Corporation shall be appointed to serve until the first Annual Meeting of the Board of Directors. The Officers of the Corporation shall be appointed annually by the Board of Directors of the Corporation at the Annual Meeting of the Board of Directors and the Officers shall serve an annual term unless there is a resignation, a removal from office or a death. The Officers of the J C FOUNDATION, INC. shall consist of a President, Vice-President, a Secretary and Treasurer, each of whom shall be appointed by the Board of Directors. It is further provided hereby that the same individual may simultaneously hold more than one Office in the Corporation.

ARTICLE VII

The names of the appointed Officers of the J C FOUNDATION, INC. and their positions are as follows:

Richard W. Caudill	President
Loretta D. Caudill	Secretary/Treasurer
Phyllis G. Hadaway	Vice-President
Michael S. Caudill	Vice-President
Karen A. Dyer	Vice-President
Richard J. Caudill	Vice-President

ARTICLE VIII **Limitation of Corporate Powers**

The Corporate Powers of this Corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No part of the net earnings of the Corporation shall inure to the benefit (or be distributable to) its Directors, Officers, Members 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 any of its purposes. No substantial part of the activities of the Corporation shall be involved with the production or distribution of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct any activities except those permitted to be conducted by a Corporation exempt from federal income tax under Code Section 501(c)(3) or by a Corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of the Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE IX

Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is:

Richard W. Caudill
2 Banchory Court
Palm Beach Gardens, FL 33418
Telephone No: (561) 624-7020

ARTICLE X
Membership

All persons interested in the purposes of the Corporation are eligible for Membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

ARTICLE XI
Dissolution of the J C FOUNDATION, INC.

Upon the dissolution of the J C FOUNDATION, INC. or any successor organization, all remaining assets shall be distributed to a not-for-profit Corporation, trust, community fund or foundation that has established its tax exempt status under code Section 501(c)(3) and all assets remaining shall be expended for one or more of the stated tax exempt purposes, i.e. charitable, religious, educational or scientific, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government or to a state or local government, for a public purpose.

ARTICLE XII
Conflicts of Interest Policy

See Addendum A attached hereto and made a part hereof.

ARTICLE XIII
Incorporator

The name and the street address of the Incorporator for these Amended Articles of Incorporation is:

Richard W. Caudill
2 Banchory Court
Palm Beach Gardens, FL 33418
Telephone No: (561) 624-7020

The undersigned Incorporator has executed these Amended Articles of Incorporation this

2nd day of ~~July~~, 2005.
August RWC

Signature of Incorporator:

Richard W. Caudill
Richard W. Caudill, Incorporator