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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HUBBARD HOUSE FOUNDATION, INC.

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Amend / Restated
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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HUBBARD HOUSE FOUNDATION, INC.**

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

**ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

- (a) The name of this corporation (the "Corporation") shall be: Hubbard House Foundation, Inc.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Corporation will be located at P.O. Box 4909, Jacksonville, Florida 32201, or at such other address as may be determined by the Board of Directors.
- (d) The resident agent of the Corporation is Charles R. Curley, Jr., whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE II
PURPOSES**

(a) The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to support Hubbard House, Inc., a Florida not-for-profit corporation and an organization exempt from federal income tax under Section 501(c)(3) of the Code, by accepting contributions for and making distributions to Hubbard House, Inc.

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

1. 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.

2. 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.

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3. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

4. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose; provided, however, that if Hubbard House, Inc. is still in existence and is then an organization exempt from taxation within the meaning of Section 501(c)(3) of the Code, the assets of the Corporation shall instead be distributed to Hubbard House, Inc. 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.

5. The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The number of members of the Board of Directors and election of such members in the future shall be determined as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have three (3) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

Arthur Hurwitz	P.O. Box 4909 Jacksonville, Florida 32201
Joanne Tredinnick	P.O. Box 4909 Jacksonville, Florida 32201
Nancy Taylor	P.O. Box 4909 Jacksonville, Florida 32201

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ARTICLE V
AMENDMENTS TO ARTICLES

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

ARTICLE VI
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 VII
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.

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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
HUBBARD HOUSE FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Hubbard House 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, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation").

2. The Amended and Restated Articles of Incorporation were adopted on February 8, 2006.

3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation without member action and member action was not required.

IN WITNESS WHEREOF, the undersigned officer of Hubbard House Foundation, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on February 8, 2006.

HUBBARD HOUSE FOUNDATION, INC.

By: Nancy B. Taylor
Name: Nancy B. Taylor
Title: Pres.

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