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VERNON G. & SANDRA J.C. BUCHANAN FAMILY FOUNDATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

VERNON G. & SANDRA J. C. BUCHANAN FAMILY FOUNDATION, INC.

(A Corporation Not for Profit)

Pursuant to Section 617.1006, Florida Statutes, Vernon G. & Sandra J. C. Buchanan Family Foundation, Inc., a Florida not for profit Corporation (the "Corporation"), by its undersigned President, has adopted the following Amended and Restated Articles of Incorporation:

I.
NAME OF CORPORATION

The name of the Corporation is:

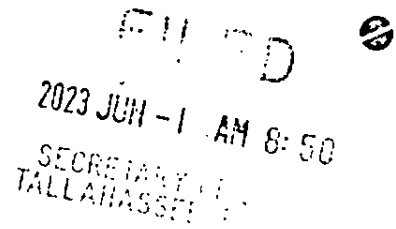
Vernon G. & Sandra J. C. Buchanan Family Foundation, Inc.

The principal address and the mailing address of the Corporation is:

50 Central Avenue, Suite 900
Sarasota, Florida 34236

II.
PURPOSES

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any United States Internal Revenue Law ("eligible organizations"), and which support and promote the conservative Christian values of the Vernon G. and Sandra J. C. Buchanan family as set forth in the Mission Statement adopted by the initial Members (which include Vernon G. and Sandra J. C. Buchanan or the survivor of them) and are mandated to be read at each annual meeting of the Board of Directors of the Corporation (the "Mission Statement"). Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.



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The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for religious, charitable, scientific, literary, educational, and other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are not inconsistent with its purposes and Mission Statement; or

(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

The Mission Statement of the Foundation shall be to provide meaningful funding and support to eligible organizations that promote the conservative Christian values of the Vernon G. and Sandra J. C. Buchanan family including but not limited to those eligible organizations that promote and encourage personal responsibility, preserve the traditional family fabric, preserve the Constitution of the United States, encourage fundamental morality and decency; support the needs of single mothers, and those which support the needs of vulnerable children including but not limited to children with disabilities, are in foster care or who have suffered from trafficking.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, 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 the purposes set forth herein. 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. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Tax Code, or corresponding section of any future federal tax code.

The Corporation shall 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 and posed by Section 4942 of the Internal Revenue Code. Any distributions exceeding the amount required by Section 4942 of

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the Internal Revenue Code must be approved unanimously by all of the directors of the Corporation. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law.

III. MEMBERS

The qualification for Members and the manner of their admission will be as stated in the Bylaws.

IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors will be as stated in the Bylaws.

V. CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, until dissolved in accordance with the Bylaws.

VI. BYLAWS

The Board of Directors of the Corporation shall adopt Amended and Restated Bylaws consistent with these Amended and Restated Articles of Incorporation. Thereafter, the Amended and Restated Bylaws may only be altered, changed, amended, or rescinded by the original Members of the Corporation (which include Vernon G. and Sandra J. C. Buchanan, or the survivor of them) in the manner provided in such Amended and Restated Bylaws.

VII. COMMITTEES

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

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**VIII.
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the registered agent of this Corporation at that address is Cross Street Corporate Services, LLC.

**IX.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law, provided, however that the purposes and charitable work of all such organizations shall be consistent with and promote the conservative Christian values of the Vernon G. and Sandra J. C. Buchanan family as set forth in Article II herein, and must be consistent with the Mission Statement. Upon the death of the last surviving grandchild of Vernon G. and Sandra J. C. Buchanan, within a period of two (2) years, if the Corporation has not already been dissolved, the Corporation shall wind down and distribute all of its assets to eligible organizations for the purposes set forth in Article II herein, and consistent with the Mission Statement. Any such assets not disposed of by the directors shall be disposed of 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 such court shall determine, which are organized and operated exclusively for such purposes.

**X.
AMENDMENT**

The right to amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation and Mission Statement can only be performed by the original Members of the Corporation (which include Vernon G. and Sandra J.C. Buchanan, or the survivor of them).

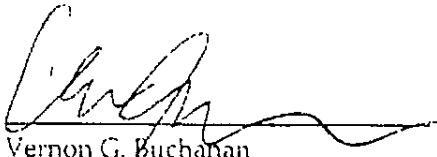
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XI.
ARTICLE CONSOLIDATION

These adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any and all amendments to them.

These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation which required approval of the Members of the Corporation. The date of adoption of the amendments was March 27, 2023, and the votes cast by the Members were sufficient for approval.


IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 27th day of March 2023.


Vernon C. Buchanan
As its President

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the Corporation, to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

CROSS STREET CORPORATE SERVICES,
LLC, a Florida limited liability company

By: 
Ric Gregoria
As its Vice President