

JUL-29-2015 WEB 04:00 PM

FAX NO.

P. 02

Division of Corporations

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ND5000012924

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

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COR AMND/RESTATE/CORRECT OR O/D RESIGN SCOTT-MCRAE GROUP FOUNDATION, INC.

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P. 01



July 28, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SCOTT-MCRAE GROUP FOUNDATION, INC.
701 RIVERSIDE PARK PLACE
SUITE 310
JACKSONVILLE, FL 32204

SUBJECT: SCOTT-MCRAE GROUP FOUNDATION, INC.
REF: N05000012924

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

FAX Aud. #: H15000181692
Letter Number: 815A00015777

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DIVISION OF CORPORATIONS
JUL 29 2015

P.O BOX 6327 - Tallahassee, Florida 32314

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15 JUL 29 PM 7:02

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
SCOTT-McRAE GROUP FOUNDATION, INC.**

A. The name of the corporation is Scott-McRae Group Foundation, Inc. (the "Corporation").

B. The Articles of Incorporation were filed with the Florida Secretary of State on December 23, 2005.

C. The Articles of Incorporation were amended and restated in their entirety on July 27, 2015, by the Sole Member of the Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2015), in order to (i) change the name of the Corporation, (ii) reflect the new Sole Member of the Corporation, (iii) update and simplify the provisions of the Articles of Incorporation, and (iv) amend and restate the Articles of Incorporation in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is BlueClaws Baseball Foundation, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office is 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

**ARTICLE III
PURPOSES**

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida. However, the Corporation is subject to the following limitations:

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1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers' 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 in these Articles of Incorporation;

2. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code;

3. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and

4. 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, (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE IV **SOLE MEMBER**

The sole member of the Corporation shall be David C. Hodges, Jr. (the "Sole Member"). The membership interest in this Corporation shall be represented by a certificate.

ARTICLE V **REGISTERED AGENT AND OFFICE**

The name of the Company's registered agent in Florida is Ellen Smith. The street address of the Company's registered office in Florida and the address of said agent is 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

ARTICLE VI **INITIAL TRUSTEES AND MANNER OF ELECTION OF TRUSTEES**

The Corporation shall be managed by or under the direction of a Board of Trustees, subject to the powers reserved to the Sole Member. At all times, there shall be at least three members of the Board of Trustees. The Board of Trustees shall carry out the purposes of the Corporation in compliance with these Articles

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of Incorporation and the Corporation's Bylaws. The method of appointment or election of Trustees shall be as stated in the Bylaws of this Corporation. The name and addresses of the current Trustees are as follows:

<u>Name</u>	<u>Address</u>
David C. Hodges, Jr.	12410 Kilmartin Court Jacksonville, FL 32224
Chris Morgan	200 W Forsyth Street, Suite 400 Jacksonville, Florida 32202
Ben Wuerffel	8160 Baymeadows Way West, Suite 310 Jacksonville, FL 32256
Ellen Smith	701 Riverside Park Place, Suite 310 Jacksonville, FL 32204

ARTICLE VII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Court in the State 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.

ARTICLE VIII

INTENT TO DISTRIBUTE

The Corporation is a private foundation. The Corporation shall distribute its income for each tax year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in a manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE IX
AMENDMENTS

The Sole Member of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE XI
INDEMNIFICATION

Trustees, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

D. The Board of Trustees of this Corporation was entitled to vote on these amendments, subject to approval by the Sole Member. The number of votes cast by the Board of Trustees for the amendments was sufficient for approval, and the Sole Member approved the amendments.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment and Restatement to the Articles of Incorporation this 27th day of July, 2015.

By: 

David C. Hodges, Jr.
President and Chairman

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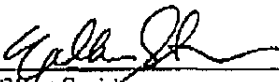
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Scott-McRae Group Foundation, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Scott-McRae Group Foundation, Inc.
2. The name and address of the registered agent and office are Ellen Smith and 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, ELLEN SMITH, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. ELLEN SMITH FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HER POSITION AS REGISTERED AGENT.



Ellen Smith

Date: July 27, 2015

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