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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE FITZ AND FAY JOHN FAMILY FOUNDATION, INC.**

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*Amend Dist
3/26/10*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FITZ AND FAY JOHN FAMILY FOUNDATION, INC.
(A Corporation Not For Profit)**

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), The Fitz and Fay John Family Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the Corporation is The Fitz and Fay John Family Foundation, Inc.
2. The text of the Articles of Incorporation is amended and restated to read as set forth in Exhibit A attached hereto.
3. There are no members entitled to vote on the foregoing amendment.
4. In accordance with Section 617.1002 of the Act, the Amended and Restated Articles of Incorporation were adopted by a majority of the Board of Directors of the Corporation at a meeting of the Board of Directors of the Corporation held on February 4, 2010.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of The Fitz and Fay John Foundation, Inc. this 4th day of February, 2010.

THE FITZ AND FAY JOHN FAMILY FOUNDATION, INC.

By

Catherine A. John
Name: Catherine A. John

Title: Secretary

Exhibit A

**ARTICLE I
CORPORATE NAME**

The name of this not for profit corporation is The Fitz and Fay John Family Foundation, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 936 Canton Street, N.W., Palm Bay, Florida, 32907-7948.

**ARTICLE IV
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons and not more than twenty-five (25). The number of members of the initial Board of Directors shall be eight (8). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be stated in the Corporation's By-Laws. Pursuant to Section 617.0824 of the Not For Profit Corporation Act, for all purposes relating to this Corporation, a quorum of the Board of Directors of this Corporation shall consist of one-third (1/3) of the number of directors of this Corporation, as prescribed by these Articles and the By-Laws of the Corporation from time to time.

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Fay M. John	936 Canton Street, N.W. Palm Bay, Florida 32907-7948
Catherine A. John	1100 Oak Tree Avenue Norman OK 73072
Julia E. John	10738 Lester Street Silver Spring MD 20902

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<u>Name</u>	<u>Address</u>
Sheila Y. Grant	1020 Venetian Drive, Unit 103 Melbourne, FL 32904
Rev. Richard Harding	51 Deaconess Road, #2A Concord, MA 01742
Rev. Dr. Glyger Glenroy Beach	4955 Edgecombe Avenue New York, NY 10030
Dr. George Mulrain	P.O. Box 9, Belmont St. Johns, Antigua, W.I.
Lesley C. Anderson	United Theological College of the West Indies Mona, Kingston 7, Jamaica

ARTICLE V. GENERAL AND SPECIFIC PURPOSES

The charitable purposes of the Corporation are:

- (a) to receive contributions, donations and other gifts and grants of cash, assets, property, services or otherwise relating to supporting Methodist preachers residing in the Caribbean, and bettering the education, spiritual well-being, and/or societal conditions of persons residing in the Caribbean and supporting initiatives designed to improve or enrich living circumstances for the Caribbean people generally;
- (b) to apply for and receive grants, awards, gifts and other funds from foundations and other persons or entities to be used to support Methodist preachers residing in the Caribbean, to improve the education, spiritual well-being and/or societal conditions of persons residing in the Caribbean, and to support local organizations with local organizations and groups with similar goals, all as the Board of Directors of the Corporation deem appropriate; and
- (c) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit; provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state regulatory or governmental body without such consent or approval first being obtained.

ARTICLE VI INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article V hereof.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code, or the Corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 936 Canton Street, N.W., Palm Bay, Florida 32907-7948 and the name of its registered agent at said address shall be Mrs. Fay M. John.

ARTICLE VIII OFFICERS

The officers of the Corporation shall be a Chair of the Board, a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is Pamela K. Phillips, Esq., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

ARTICLE X STOCK

The Corporation shall be organized on a nonstock basis.

ARTICLE XI MEMBERSHIP

The Corporation shall not have members.

ARTICLE XII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, the Bylaws of the Corporation may

be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XIII DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes 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.

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.