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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**  
TALLAHASSEE, FLORIDA  
**OF  
BERNICE R. SHANKLIN CHARITABLE FOUNDATION, INC.**

The undersigned, Trustees of BERNICE R. SHANKLIN CHARITABLE FOUNDATION, INC. (document number N07000008858) (the "Corporation"), a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby present these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Trustees of the Corporation on the 19th day of August, 2015. The original Articles of Incorporation, filed with the Florida Secretary of State on September 10, 1997, as amended September 14, 2007, November 1, 2007 and May 7, 2008, are hereby amended and restated to read as follows:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the Corporation is BERNICE R. SHANKLIN CHARITABLE FOUNDATION, INC., and the principal office and mailing address of the Corporation is 950 Bay Drive, Niceville, Florida 32578.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized shall be as follows:

(a) To use and apply the assets of the Corporation for (i) financial, volunteer, and other assistance to those in need, especially children, including assisting religious organizations that serve the needy; (ii) support of other charitable purposes including, but not limited to, health care, youth initiatives, church/Christian organizations, charities located in and around Okaloosa County, Florida, and education; and (iii) support to injured military personnel.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any 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 in effecting one or more of its purposes), and no Trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

### **ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION**

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE IV – MEMBERSHIP**

The membership of the Corporation shall consist of the individuals who are Trustees of the Corporation as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Trustees.

### **ARTICLE V – TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Amended and Restated Articles of Incorporation, Bylaws of the Corporation, and applicable law.

**ARTICLE VI – OFFICERS**

The Corporation shall have such officers as the Board of Trustees of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Trustees (at the annual meeting of the Board of Trustees) or as otherwise provided in the Corporation's Bylaws.

**ARTICLE VII – BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees. The duties, authority and responsibilities of the Trustees shall be the same as corporate directors. The Trustees shall be elected, removed and/or reelected as provided in the Bylaws of the Corporation. Unless otherwise provided in the Bylaws of the Corporation, the Trustees shall have full power to fill the office of any Trustee who may resign, die, become disabled, or refuse to act as Trustee. Unless otherwise provided in the Bylaws of the Corporation, the majority vote of the Trustees in office shall be sufficient for the taking of any action within the power of the Corporation.

The number of Trustees may be either increased or diminished from time to time as provided in the Bylaws of the Corporation, but there shall never be less than three (3) Trustees. The names and addresses of the current Trustees of the Corporation are as follows:

Bernice R. Shanklin  
950 Bay Drive  
Niceville, FL 32578

Charles R. Shanklin  
950 Bay Drive  
Niceville, FL 32578

Thomas E. Shanklin  
2206 Middle Bear Creek Road  
Victor, MT 59875

Jean C. Brooks  
7687 Highway 393  
Laurel Hill, FL 32567

Ann E. Shields  
P. O. Box 1553  
Orlando, FL 32802

**ARTICLE VIII – AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Trustees and officers of the Corporation are subject to this reservation.

**ARTICLE IX – BYLAWS**

Unless otherwise provided in the Bylaws of the Corporation, the Bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

**ARTICLE X – DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Trustees of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations

which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No Trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE XI – REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 950 Bay Drive, Niceville, Florida 32578, and the name of the registered agent of the Corporation at that address is Charles R. Shanklin.

**ARTICLE XII – EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES**

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles are filed with the office of the Department of State of the State of Florida.

Executed on the dates set forth below.

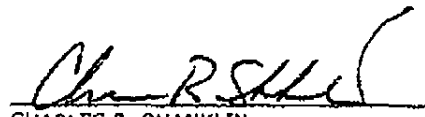
**[SIGNATURE PAGE FOLLOWS]**

**SIGNATURE PAGE FOR  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BERNICE R. SHANKLIN CHARITABLE FOUNDATION, INC.**

TRUSTEES:

  
BERNICE R. SHANKLIN

Date: August 19, 2015

  
CHARLES R. SHANKLIN


Date: 8/19, 2015

  
THOMAS E. SHANKLIN

Date: 8.26, 2015

  
JEAN C. BROOKS

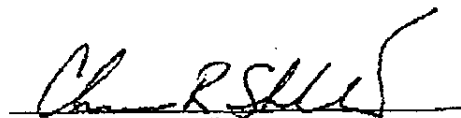
Date: 8/18/15, 2015

  
ANN E. SHIELDS

Date: 8/19, 2015

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Bernice R. Shanklin Charitable Foundation, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
CHARLES R. SHANKLIN

Date: 8/19, 2015