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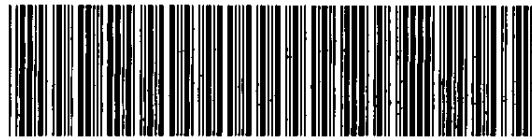
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APPROVED  
AND  
FILED

09 OCT 28 PM 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amey  
10/28/09  
K

Alan Quinn Bell  
815 South Main Street  
Jacksonville, FL 32207

October 14, 2009

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended Articles of Incorporation for The Ann and Quinn Bell Foundation

Dear Sir or Madam:

Enclosed for filing please find the Amended Articles of Incorporation for The Ann and Quinn Bell Foundation. The original Articles of Incorporation were filed electronically with the Florida Department of State on November 19, 2007.

Please accept these Amended Articles for filing and provide us with a certified copy to indicate that they have been properly filed and approved. A self-addressed, stamped envelope is included for this purpose.

Also enclosed is a check for \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for a certified copy.

Thank you for your assistance.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Alan Quinn Bell", with a stylized flourish at the end.

Alan Quinn Bell

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2009

ALAN QUINN BELL  
815 S MAIN ST  
JACKSONVILLE, FL 32207

SUBJECT: THE ANN AND QUINN BELL FOUNDATION, INC.  
Ref. Number: N07000011231

We have received your document for THE ANN AND QUINN BELL FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 109A00033629

FAX 850-245-6297

APPROVED  
AND  
FILED  
09 OCT 28 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**THE ANN AND QUINN BELL FOUNDATION, INC.,  
a Florida nonprofit corporation**

**The undersigned corporation adopted the following Amendment to its Articles of Incorporation on the 14<sup>th</sup> day of October, 2009, by the unanimous vote of its members and directors, which was sufficient for approval.**

**ARTICLE I  
NAME**

The name of this nonprofit corporation shall be the Ann and Quinn Bell Foundation, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this nonprofit corporation shall be:

The Ann and Quinn Bell Foundation  
c/o Alan Quinn Bell  
815 South Main Street  
Jacksonville, Florida 32207

**ARTICLE III  
PURPOSE AND RESTRICTIONS**

This corporation is organized exclusively as a private foundation for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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.

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 the Court of Common Pleas 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.

#### **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are appointed or elected is as follows: Ten initial directors are appointed in the corporation's Bylaws, and each of these initial directors will serve until his or her successor is duly elected or until his or her death, resignation or removal. Additional directors may be authorized and elected by a vote of 2/3 of the Board of Directors; such additional directors must be elected at the annual meeting of the corporation and serve for staggered terms of three years each.

At least three-quarters (75%) of the members of the Board of Directors must be related, by blood or marriage, to Ann or Quinn Bell, the founders of the AQB Foundation. Any remaining members of the Board of Directors should be representative of the public interests served by the foundation in its grantmaking. Directors need not be residents of the State of Florida.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The initial directors of the Board of Directors of the Ann and Quinn Foundation, Inc. are as follows:

Alan Quinn Bell (Founder)  
815 South Main Street  
Jacksonville, FL 32207

Margaret Ann Bell (Founder)  
815 South Main Street  
Jacksonville, FL 32207

John Bell (Director)  
2568 Scott Mill Drive South  
Jacksonville, FL 32223

Jeffrey Jon Bell (Director)  
5852 Clifton Avenue  
Jacksonville, FL 32211

Cheryl Ann Thompson (Director)  
P.O. Box 992  
Frisco, CO 80443

Robert George Thompson (Director)  
P.O. Box 992  
Frisco, CO 80443

Jason J. Bell (Director)  
980 Fruit Cove Road  
Jacksonville, FL 32259

Donna Bell (Director)  
980 Fruit Cove Road  
Jacksonville, FL 32259

James Justin Bell (Director)  
120 Rustic Oaks Lane  
Jacksonville, FL 32259

Lisa Bell (Director)  
120 Rustic Oaks Lane  
Jacksonville, FL 32259

**ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Alan Quinn Bell  
815 South Main Street  
Jacksonville, Florida 32207.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

Alan Quinn Bell  
815 South Main Street  
Jacksonville, Florida 32207.

Oct 28 09 03:07p


Elizabeth Keith

904-858-1283

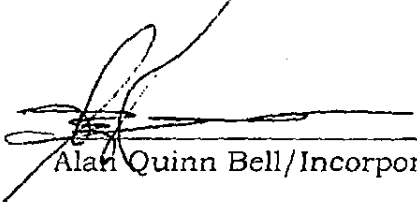
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as a registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Alan Quinn Bell/Registered Agent

10/28/09  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Alan Quinn Bell/Incorporator

10/28/09  
\_\_\_\_\_  
Date