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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE SKY FAMILY YMCA FOUNDATION INC.**

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Amend + Restated w/ name change

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SKY FAMILY YMCA FOUNDATION INC.
(A Corporation Not for Profit)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act (the "**Act**"), the Board of Directors of The SKY Family YMCA Foundation Inc., a Florida not for profit Corporation (the "**Corporation**"), by its undersigned Chief Executive Officer, has adopted the following Amended and Restated Articles of Incorporation:

ARTICLE 1 – NAME OF CORPORATION

The name of this Corporation shall be:

The SKY Family Young Men's Christian Association Foundation Inc.

Article 2 – Principal Address

The principal address and the mailing address of the Corporation shall be: 701 Center Road, Venice, Florida 34285.

ARTICLE 3 – PURPOSE OF CORPORATION

The purposes for which the Corporation is organized are exclusively for charitable, religious, educational, or 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 corresponding section of any future federal tax code.

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 health, welfare, scientific, educational, environmental, cultural or other charitable purposes, including:

1. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or
2. 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 of the Corporation ("**Board of Directors**"), and the Voting Member (as defined in Article 4), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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 in the purpose clause 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 organization 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

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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 Code, or corresponding section of any future federal tax code.

The specific nature, objects and purposes of the Corporation shall be to help develop and improve the physical, mental, social, moral and religious conditions of the persons of Sarasota, Charlotte, Lee and Collier Counties, Florida.

ARTICLE 4 - MEMBER

The SKY Family Young Men's Christian Association Inc., a Florida not for profit corporation (the "**Voting Member**"), will be the sole voting member (as that term is used in the Act), of the Corporation. The Voting Member will have the power and authority as provided in the ByLaws of the Corporation and under the Act.

Article 5 - Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) and not more than twenty-five (25) persons. The Board of Directors shall be elected as provided in the Corporation's Bylaws. The Board of Directors shall be the governing body of the Corporation and shall have all the requisite power and authority over the business and affairs of the Corporation.

ARTICLE 6 - CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved according to law.

ARTICLE 7 - BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 8 - REGISTERED OFFICE

The street address of the registered office of the Corporation is 701 Center Road, Venice, Florida 34285 and the name of the registered agent of this Corporation at that address is Kenneth Modzelewski.

ARTICLE 9 - 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.

ARTICLE 10 - AMENDMENT

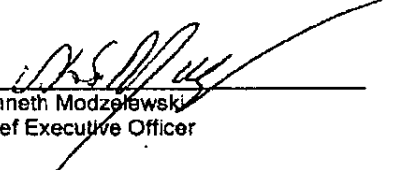
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

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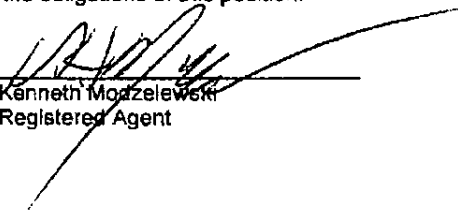
This amendment was adopted by the Board of Directors on February 27, 2014, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 15 day of May 2014.


Kenneth Modzelewski
Chief Executive Officer

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of The SKY Family Young Men's Christian Association Foundation Inc., to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.


Kenneth Modzelewski
Registered Agent

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