

NO8000008652

Florida Department of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JACKSON KISER CURE FOR KIDS FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JACKSON KISER CURE FOR KIDS FOUNDATION, INC., a corporation not for profit organized and existing under the laws of the state of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Section 617.1006, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is JACKSON KISER CURE FOR KIDS FOUNDATION, INC., and its Document Number with the Department of State of the State of Florida is N08000008652.

2. The Amended and Restated Articles of Incorporation to the existing Articles of Incorporation of the Corporation contain amendments that require Member approval.

3. The amendments to the existing Articles of Incorporation being effected hereby were duly authorized, approved, and adopted by all of the Members and all of the Directors on the Board of Directors of the Corporation by unanimous joint written consent on December 22, 2010, which consent was sufficient for approval of the amendments.

4. These Amended and Restated Articles of Incorporation to the existing Articles of Incorporation of the Corporation shall be effective upon filing hereof with the Department of State of the State of Florida.

5. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of this corporation shall be:

JACKSON KISER CURE FOR KIDS FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

2722 THORNTON AVE
TAMPA, FL 33611

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ARTICLE III**Purposes**

(a) This corporation is organized and shall be managed and operated exclusively for charitable, educational, literary, and scientific purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Directors of this corporation and which shall further the said purposes. The corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, educational, literary, or scientific purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article III to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and the regulations issued thereunder.

(b) It shall be within the purposes of this corporation 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 the active conduct of its charitable, educational, literary, or scientific purposes directly rather than by or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any Director or Officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or Officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that then would qualify for exemption from federal income taxation under Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director or Officer of this corporation or private individual shall be entitled to share in the distribution of any of the corporation's assets.

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ARTICLE IV**Powers**

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary, and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V**Members**

This corporation shall have no members.

ARTICLE VI**Term of Existence**

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII**Registered Agent and Registered Office**

The initial registered agent of this corporation shall be Mark D. Kiser, Esq., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

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ARTICLE VIII**Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

Name**Address**

Mark D. Kiser, Esq.

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602**ARTICLE IX****Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary, and a treasurer, and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three (3), but may be any number in excess thereof, the exact number of Directors to be fixed from time to time as provided in the by-laws. A quorum for the transaction of business shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of the State of Florida.

ARTICLE X**By-Laws**

The by-laws of this corporation may be made, altered, amended, or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

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ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by a majority vote of the Directors of this corporation.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of JACKSON KISER CURE FOR KIDS FOUNDATION, INC. on this 22 day of December, 2010.

JACKSON KISER CURE FOR KIDS
FOUNDATION, INC.

By: Casey Kiser
Casey Kiser, President