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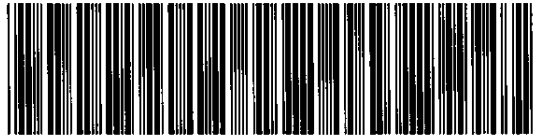
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*Amended &  
Restated  
Articles*

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2009 JUN 15 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*ADR  
6/17/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Margaret Byrd Jones Foundation, Inc.

**DOCUMENT NUMBER:** N09000002872

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leslie Longmire  
(Name of Contact Person)

Margaret Byrd Jones Foundation, Inc.  
(Firm/ Company)

7508 Bear Claw Run  
(Address)

Orlando, Florida 32825  
(City/ State and Zip Code)

info@margaretjonesfoundation.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie Longmire at ( 321 ) 363-6227  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**FILED**

**2009 JUN 15 AM 8:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be **Margaret Byrd Jones Foundation, Inc.**, hereinafter referred to as "**MBJ Foundation**".

**ARTICLE II**

**MISSION**

The mission of MBJ Foundation is to work with disadvantaged and underprivileged elementary school girls between the ages of 4 and 11. The MBJ Foundation activities are designed to build self-esteem, promote culture, value education, enhance social skills, encourage volunteerism and build dreams amongst young girls of all socio-economic backgrounds. The foundation will manage and administer a core program called **The Byrd's Nest**.

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of sections 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be conducted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III**

**PRINCIPAL OFFICE**

The address of the initial registered office of MBJ Foundation shall be, 7508 Bear Claw Run, Orlando, Florida 32825.

**ARTICLE IV**

**MEMBERSHIP**

The MBJ Foundation will not have members.

**ARTICLE V**

**DURATION**

The MBJ Foundation shall exist in perpetuity unless dissolved according to law.

## ARTICLE VI

### BOARD OF DIRECTORS

The Board of Directors shall have general charge of the affairs and any property and assets of the MBJ Foundation. It shall be the duty of the Directors to carry out the purposes and functions of the MBJ Foundation. The Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the MBJ Foundation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

The number of directors constituting the initial Board of Directors of the MBJ Foundation is not less than three (3), and no more than seven (7).

## ARTICLE VII

### EXECUTIVE COMMITTEE

1. Membership. The Executive Committee shall consist of the following officers: President; Vice President; Secretary; Treasurer and Executive Director.
2. Powers. The Executive Committee shall manage the affairs of MBJ Foundation between meetings of the Board of Directors, subject to these By-Laws and the policies and direction of the board. The Executive Committee shall be responsible for the observance of policies and administration of programs approved by the Board of Directors.
3. Meetings
  - 3.1 (a) Regular meeting of the Executive Committee may be held at such time and place as shall be determined from time to time by a majority of the committee. (b) Special meetings of the Executive Committee may be called by the Chairman of the Board. The Secretary, upon written request of a majority of the Executive Committee, shall notice a special meeting no later than five days after the receipt of such request unless a later date is stated in the request.
  - 3.2 (a) Notice of regular meetings of the Executive Committee shall be given to each member of the committee personally or by mail, telephone, or email at least three days prior to the day named for such meeting. (b) Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any member of the Executive Committee may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
  - 3.3 A quorum shall consist of a majority of the Executive Committee membership. (a) An action of the Executive Committee may be taken by the execution of a document describing the action by all committee members as permitted by law.

## ARTICLE VIII

### OFFICERS

1. Officers. The officers of MBJ Foundation shall be a Chairman of the Board; Vice Chairman; Secretary; Treasurer; if elected, President; and other officers that may be deemed appropriate by the Board of Directories. The officers, except the President, shall serve for an annual term beginning after their election by the Board of Directors at the annual meeting.
2. Chairman of the Board. The Chairman of the Board shall serve as Chairman of the Executive Committee and shall have other powers and duties appropriate to the office. The Chairman of the Board shall appoint chairs of standing committees and may also appoint the appropriate chair of such special committees as deemed necessary to assist in the conduct of affairs of MBJ Foundation.
3. Vice Chair. The Vice Chair in the absence of the Chairman of the Board shall exercise the powers and duties of the Chairman. The Vice Chair shall assist the Chairman generally and shall exercise other duties as prescribed by the Board of Directors. The Vice Chair shall assume the chairmanship upon the resignation or removal from office of the Chairman.
4. Executive Director. The Executive Director shall serve as the chief executive officer of MBJ Foundation and is responsible to the Executive Committee for all MBJ Foundation programs, as well as policies, procedures and mandates adopted by the Board of Directors. The Ex-Director and Treasurer of MBJ Foundation have custody of all assets of MBJ Foundation including monies, bank accounts, stocks, bonds, titles, deeds and evidences of indebtedness. The Executive Director or the Treasurer is authorized to execute on behalf of MBJ Foundation checks, deposits, stocks, bonds, and titles. The execution of a deed or issuance of mortgage requires a special resolution of the Executive Committee. The Executive Director shall make such reports on the management of MBJ Foundation business and financial affairs as the Board of Directors or Executive Committee direct and he/she shall dispense funds in accordance with rules adopted by the Board of Directors.
5. Secretary. A Secretary shall perform any and all duties normally accorded to a secretary including the taking of minutes and notice of meetings.
6. Treasurer. The Treasurer shall be the chief fiscal officer of MBJ Foundation and shall be Chairman of the Finance Committee.
7. Compensation. All officers and employees of MBJ Foundation are intended to be unpaid volunteers; however, any compensation if determined appropriate, shall be determined by and fixed by the Executive Committee with board approval.

## ARTICLES IX

### FINANCES

1. Depositories. The monies of MBJ Foundation shall be deposited in the name of MBJ Foundation in such banks, trust companies and savings and loan associations whose deposits or share accounts are insured by a corporation created by the federal government or by an instrumentality of the federal government, which depositories shall be designated from time to time by the Executive Committee. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors and limited to at least two (2) members of the Executive Committee with the Executive Director always being one such member.
2. Safekeeping. The investment of MBJ Foundation, including but not limited to stocks, bonds and evidences of indebtedness, shall be kept in safekeeping by the Treasurer only in such places and under such security as shall be approved by the Board of Directors or Executive Committee.
3. Audit. An audit of the accounts and funds of MBJ Foundation shall be made annually by a certified public accountant as needed. A copy of each audit report shall be furnished to each director.
4. Fidelity Bonds. Fidelity bonds shall be required for all persons handling or responsible for MBJ Foundation funds or investments. The Executive Committee shall approve the amount and form of such bonds and the companies issuing such bonds, and the premiums shall be an expense of MBJ Foundation.
5. Budgetary Control. All expenditures of funds shall be in accordance with sound business practices and provide for funds contributed for designated purposes to be expended for such purposes upon approval of the Executive Committee.

## ARTICLE X

### INVESTMENTS

The Treasurer, when directed by the Executive Committee, shall sell securities owned by MBJ Foundation. The Treasurer as directed by the Executive Committee shall invest available amounts in the checking and savings accounts from time to time.

## ARTICLE XI

### BOOKS AND RECORDS

1. The books, accounts and records of MBJ Foundation except as may be otherwise required by the Laws of the State of Florida, shall be kept at MBJ Foundation headquarters in Florida, or at such places as the Executive Committee may from time to time designate; they shall be open to inspection by the regular members of MBJ Foundation at all time unless the Executive Committee, by resolution, designates particular times for such inspection. The Executive Director shall keep such books, accounts, and records.
2. The fiscal year of MBJ Foundation shall end on December 31 of each year.

## **ARTICLE XII**

### **NOTICES**

1. Whenever the provisions of the statutes, MBJ Foundation Charter or these By-Laws require notice to be given to any director or officer, such notice may be given in writing by depositing the same in a Post Office or letter box in a postpaid sealed envelope, addressed to such director, officer or member at his or her address as the same appears in the records of MBJ Foundation publishing such notice in an official publication of MBJ Foundation.
2. A written waiver of any notice, signed by a director, officer or member, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to such director, officer, or member.

## **ARTICLE XIII**

### **ASSETS OF MBJ FOUNDATION AND NET PROFITS USED SOLELY FOR CHARITABLE PURPOSES**

The assets (which term includes its property, franchises, rights, interests, and privileges of every kind and nature) and net profits of MBJ Foundation shall be used solely and only for the charitable, scientific, literary and educational purposes set forth in its charter, and no part of its assets or net profits shall ever inure to the benefit or become the property of any of its incorporators, officers and members, except that its incorporators, officers and members may be reimbursed for any advances made by them for the benefit of MBJ Foundation, and an officer may receive a reasonable salary for services actually rendered to MBJ Foundation, but then only after such salary is authorized by the Executive Committee. Upon dissolution of MBJ Foundation, all assets and net profits of MBJ Foundation shall be paid out and distributed for the charitable, scientific, literary and educational purposes set forth in its charter, no part of the assets or net profits shall be distributed to or become the property of any incorporator, officer, or member of MBJ Foundation. All contributions made to and received by MBJ Foundation shall be upon the terms and conditions set out in this By-Law.

## **ARTICLE XIV**

If the MBJ Foundation is a Non Profit Corporation or Private Operating Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply.

- (a) The MBJ Foundation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or any corresponding provisions of any later Federal tax laws.
- (b) The MBJ Foundation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or any corresponding provisions of any later Federal tax laws,
- (c) The MBJ Foundation will not retain any excess business holdings as defined in Section 4943 (c) of the code or any corresponding provisions of any later Federal tax laws,

- (d) The MBJ Foundation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or any corresponding provisions of any later Federal tax laws.
- (e) The MBJ Foundation will not make any taxable expenditure as defined in Section 4945 of the Code, or any corresponding provisions of any later Federal tax laws.

## **ARTICLE XV**

### **ROBERT'S RULES OF ORDER**

On all questions of parliamentary law, the current edition of "Robert's Rules of Order" shall be the authority.

## **ARTICLE XVI**

### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY LAWS**

The Articles of Incorporation may be amended by a resolution adopted by a two-thirds majority vote of a quorum of the directors of MBJ Foundation at any regular or special meeting of the Board, and filing of the resolution and other required documents with the Secretary of State. The By-Laws of MBJ Foundation may be amended by a majority vote of the directors of MBJ Foundation at any regular or special meeting of the Board, PROVIDED that a copy of the proposed amendment shall have been mailed to each director at least twenty (20) days before such amendment of the Articles of Incorporation and By-Laws is voted upon.

The Executive Director of MBJ Foundation shall at all time keep in the office of MBJ Foundation a true and correct copy of the By-Laws.

## **ARTICLE XVII**

### **CONFLICT OF INTEREST**

The Board of Directors has adopted a conflict of interest policy that is recorded in the by-laws of the corporation.

Any director, principle office, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined herein, is an interested person. A person has a financial interest if the person has, directly, or indirectly, through business, investment or family:

- a. An ownership of investment interest in any entity with which the organization has a transaction or arrangement, or
- b. A compensation arrangement with Organization or with any entity or individual with which the Organization has a transaction or arrangement or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.



Procedures:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy:
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. Compensation:
  - a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
  - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE XVIII**

**INDEMNIFICATION**

MBJ Foundation shall indemnify its officers and directors and any former officers and directors who were or are parties, or are threatened by an suit, action, or proceeding to which they are made parties by reason of being or having been directors or officers, against all expensed (including attorney's fees), judgments, fines and amounts actually and reasonably incurred by them in connection with such proceeding, including any appeal, if they acted in good faith, with the care an ordinary prudent person in like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of MBJ Foundation. However, no such indemnification shall be made with respect to any claim, issue or action if a judgment or final adjudication establishes that their actions, or omissions to act, were material to the cause of action and constitute a fact or circumstance which would negate the director's immunity from civil liability and under Section 617.0834, Florida Statutes.

**ARTICLE XIX**

**INCORPORATING OFFICERS**

Executive Director	Leslie Longmire 7508 Bear Claw Run Orlando, Florida 32825
Secretary	Margaret Jones 273 Martin Road Monticello, Florida 32344
Treasurer	Lisa Landers 3419 High Hampton Circle Tampa, Florida 33610

**ARTICLE XX**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Leslie Longmire  
7508 Bear Claw Run  
Orlando, FL 32825

ARTICLE XXI

The name and address of the Incorporator is:

Kamelia Fredrick, Legalzoom.com, Inc.  
7083 Hollywood Blvd. Ste. 180  
Los Angeles, CA 90028

IN WITNESS WHEREOF, we have hereunto subscribed our names to and executed these Articles of Incorporation, this 15<sup>th</sup> day of May, 2009

Leslie Longmire  
Leslie Longmire  
Executive Director

5/15/09  
Date

Lisa Landers  
Lisa Landers  
Treasurer

5/15/09  
Date

**ARTICLES OF RESTATEMENT**  
**OF**  
**MARGARET BYRD JONES FOUNDATION, INC.**

1.

The name of the corporation (the "MBJ Foundation") is:

**MARGARET BYRD JONES FOUNDATION, INC.**

2.

The MBJ Foundation's Board of Directors, on May 15, 2009, authorized and adopted Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the MBJ Foundation's then serving Directors, namely, Leslie Longmire and Lisa Landers. Pursuant to Article Sixteen of the Articles of Incorporation, only members of the Board of Directors were entitled to vote on or to approve the amendments. The Amended and Restated Articles of Incorporation supersede the MBJ Foundation's original Articles of Incorporation, and any amendments thereto, in their entirety, by amending every provision thereof as follows: