

12/16/10 02:11PM EST

Division of Corporations

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Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BIDDIX FAMILY CHARITABLE FOUNDATION, INC.**

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TB 12/30/10

December 16, 2010

BIDDIX FAMILY CHARITABLE FOUNDATION, INC.
6905 N. WICKHAM ROAD
SUITE 403
MELBOURNE, FL 32940

SUBJECT: BIDDIX FAMILY CHARITABLE FOUNDATION, INC.
REF: N10000005607

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements:
(1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR
(2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H10000270050
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BIDDIX FAMILY CHARITABLE FOUNDATION, INC.

The original Articles of Incorporation for the above named Corporation ("Corporation") were filed with the Florida Secretary of State on June 09, 2010, Document No. N10000005607 and were thereafter amended on August 3, 2010. The Articles of Incorporation are hereby amended and restated in their entirety and shall state as follows:

"ARTICLE I - NAME

The name of this corporation is BIDDIX CHARITABLE FOUNDATION, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing upon the filing of the original Articles of Incorporation by the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, and education purposes, and for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include, without limitation, charitable benevolent, eleemosynary, educational, historical, civic, patriotic, religious social, fraternal, literary, cultural, athletic, scientific, health, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes.

Notwithstanding any provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "code").

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) a political campaign on behalf of any candidate of public office.

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ARTICLE IV - MEMBERSHIP

The qualification for members and manner of their admission shall be regulated by the Bylaws of the Corporation.

ARTICLE V- INITIAL REGISTERED OFFICE

AND THE NAME OF THE INITIAL REGISTERED AGENT

The street address of the initial office of this Corporation is 6905 N. Wickham Road, Suite 403, Melbourne, FL 32940, and the initial registered agent of this Corporation is Thomas E. Biddix, 6905 N. Wickham Road, Suite 403, Melbourne, FL 32940.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Thomas E. Biddix

ARTICLE VI - BOARD OF DIRECTORS

The lawful authority and power of this Corporation shall be exercised by, and its business shall be conducted and carried on by or authorized to be conducted and carried on by the Board of Directors which shall consist of not less than three members and no more than seven members.

The qualifications, manner and time of selection, duties and responsibilities of said Board of Directors shall be published in the Bylaws of the Corporation.

ARTICLE VII - OFFICERS

The corporation shall have the following officers who shall be elected by the Board of Directors.

CHAIRMAN
PRESIDENT/CEO
VICE PRESIDENT
SECRETARY
TREASURER

ARTICLE VII - TEMPORARY OFFICIALS

The name and addresses of the members of the Board of Directors and of the officers who shall manage the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are as follows:

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CHAIRMAN: THOMAS E. BIDDIX

6905 N. Wickham Rd., Suite 403
Melbourne, Florida 32940

PRESIDENT/CEO: THOMAS E. BIDDIX

6905 N. Wickham Rd., Suite 403
Melbourne, Florida 32940

VICE-PRESIDENT/DIRECTOR:
STACY BIDDIX

6905 N. Wickham Rd., Suite 403
Melbourne, Florida 32940

SECRETARY/TREASURER/DIRECTOR:
TIMOTHY F. MCWILLIAMS

6905 N. Wickham Rd., Suite 403
Melbourne, Florida 32940

ARTICLE IX - BYLAWS

Bylaws and Amendment of Articles of Incorporation recommendations to adopt, alter, amend or rescind Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors of the Corporation. The Articles of Incorporation may be amended by majority vote of the Board of Directors of the Corporation.


ARTICLE X - DISSOLUTION

In the event of dissolution, the residual assets of the organization shall be turned over to an organization that is exempt as described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding Sections of any prior or future Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purposes."

The date this amendment is adopted and is effective is the 15th day of December, 2010.

There are no members entitled to vote on this Amendment and Restatement. This Amendment and Restatement was adopted by the Board of Directors.

Dated December 20, 2010


THOMAS E. BIDDIX, CHAIRMAN OF
THE BOARD OF DIRECTORS

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