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Amended
Restated
10 2/23/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE JOSHUA TREE FOUNDATION, INC.

DOCUMENT NUMBER: N08000002880

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

Please return all correspondence concerning this matter to the following:

BARRY SHEVLIN

(Name of Contact Person)

(Firm/ Company)

11111 KANE CONCOURSE, #400

(Address)

BAY HARBOR ISLANDS, FL 33154

(City/ State and Zip Code)

barry@shevlinatkins.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barry Shevlin

(Name of Contact Person)

at (305) 868-0304

(Area Code & Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE JOSHUA TREE FOUNDATION, INC.

The undersigned officer hereby files these Amended Articles of Incorporation for The Joshua Tree Foundation, Inc., a Florida not for profit corporation (the "Corporation"), and amends and restates its Articles of Incorporation originally filed with the Florida Secretary of State on October 8, 2010 and confirms such Amended and Restated Articles of Incorporation were duly adopted by written consent of the Members and Board of Directors as of February 1, 2011, and pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I- NAME

The name of the corporation shall be: THE JOSHUA TREE FOUNDATION, INC., a Florida not for profit corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized shall be to assist the Alonzo and Tracy Mourning Senior High School, the International Game Fish Association and the Humane Society, in programs relating to marine conservation and animal rights as well as all other related lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

Said organization is organized exclusively for such lawful and 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 organization shall be the carrying 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under

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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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation shall be: 1111 Kane Concourse, Suite 400, Bay Harbor Islands, FL 33154.

ARTICLE V - DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Barry T. Shevlin
1111 Kane Concourse, Suite 400
Bay Harbor Islands, FL 33154

Joshua Shevlin
1111 Kane Concourse, Suite 400
Bay Harbor Islands, FL 33154

ARTICLE VI – ELECTION OF DIRECTORS

The method of appointment or election of directors shall be stated in the Bylaws

ARTICLE VII – BOARD OF DIRECTORS AUTHORITY

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its Board of Directors which shall consist of no less than two individuals. The number of directors may be increased or decreased, from time to time, by amendment to the Bylaws, but the Corporation shall never have fewer directors than as prescribed by applicable Florida law at the time of said amendment.

ARTICLE VIII - OFFICERS

The name and address of the first officers of this corporation are as follows:

Joshua Shevlin, President
Barry T. Shevlin, Secretary

ARTICLE IX - INCORPORATOR

The names and address of the initial incorporator is as follows:

Joshua Shevlin
1111 Kane Concourse, Suite 400
Bay Harbor Islands, FL 33154

ARTICLE X – REGISTERED AGENT

The designated registered agent for this corporation is Barry T. Shevlin, whose address is as follows:

Barry T. Shevlin, Esq.
Shevlin & Atkins
Attorneys at Law
1111 Kane Concourse
Suite 400
Bay Harbor Islands, FL 33154

ARTICLE XIII – BYLAWS AND REGULATIONS

The Corporation shall adopt by-laws and regulations creating, defining, limiting and regulating the powers of the Corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, as may be determined by the Board of Directors.

ARTICLE X - AMENDMENTS

Until the appointment or election of the initial Board of Directors, these Articles of Incorporation may be amended, altered, changed or repealed by the Incorporator. After the appointment or election of the initial Board of Directors, these Articles of Incorporation may only be amended, changed or repealed as provided in the Bylaws.

ARTICLE XI - Activities by Private Foundation

During any period the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue Law, the Corporation shall not:

(a) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;

(b) Retain any "excess business holdings," as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law;

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law; and

(d) Make any "taxable expenditures," as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.

During any period the Corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law, the Corporation shall distribute, for the purposes specified in these Amended and Restated Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Law.

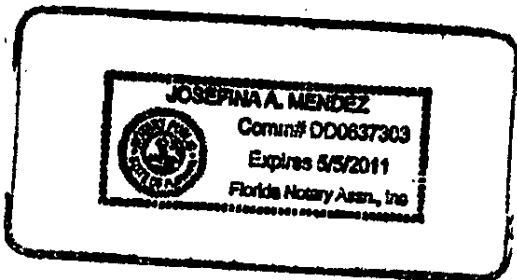
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for THE JOSHUA TREE FOUNDATION, INC., a Florida not for profit corporation, on this 14th day of February 2011.

Joshua Shevlin
Joshua Shevlin, Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss.

BEFORE ME, the undersigned authority, this 14th day of February 2011, personally appeared Joshua Shevlin, Incorporator of THE JOSHUA TREE FOUNDATION, INC., a Florida not for corporation, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Amended Articles of Incorporation for THE JOSHUA TREE FOUNDATION, INC, a Florida not for profit corporation and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 14th day of February 2011.

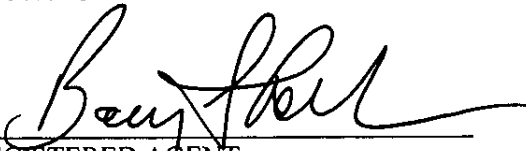


[Signature]
NOTARY PUBLIC, State of Florida
Printed Name

CERTIFICATE OF DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; THE JOSHUA TREE FOUNDATION, INC, A FLORIDA NOT FOR PROFIT CORPORATION DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 1111 Kane Concourse, Suite 400, Bay Harbor Islands, FL 33154, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING BARRY T. SHEVLIN, ESQ., SHEVLIN & ATKINS, 1111 KANE CONCOURSE, SUITE 400, BAY HARBOR ISLANDS, FL 33154. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.



REGISTERED AGENT
BARRY T. SHEVLIN

2/14/11

DATE: