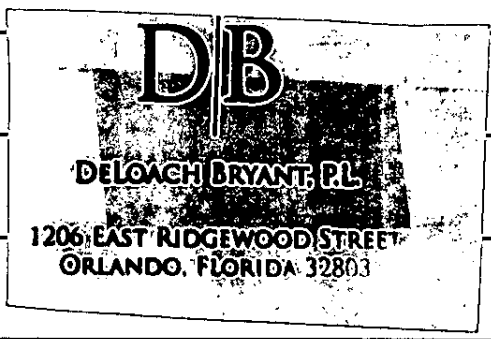


N110000000173



(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

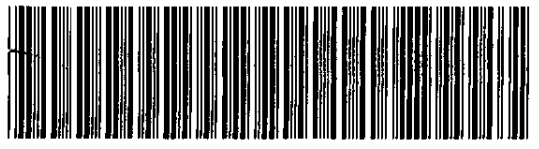
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600201415566

04/13/11--01021--011 **52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 13 AM 8:39

Amend
cc/cus
Ra 4.14.11



DELOACH BRYANT, P.L.

Carla DeLoach Bryant, Esq.
carla@deloachbryant.com
Direct Fax: (407) 480-5181

April 7, 2011

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: JJ Redick Foundation, Inc.
Document Number N11000000173

Dear Sir or Madam:

Enclosed please find the following:

- Articles of Amendment for JJ Redick Foundation, Inc. and copy for certification;
- Check in the amount of \$52.50 for the filing fee, certificate of status, and a certified copy of the Articles of Amendment; and
- Self-addressed, stamped envelope for return of certified copy and certificate of status.

Please return all correspondence concerning this matter to the following:

Carla DeLoach Bryant, Esq.
DeLoach Bryant, P.L.
1206 East Ridgewood Street
Orlando, Florida 32803

Please contact my office if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Carla DeLoach Bryant', enclosed within a circular scribble.

Carla DeLoach Bryant
For the Firm

CDB/jsp
enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
JJ REDICK FOUNDATION, INC.**

On this 8th day of April, 2011, the undersigned Director, Jonathan C. Redick, signed these Articles of Amendment to Articles of Incorporation for JJ Redick Foundation, Inc., (referred to as the "Corporation"), a not-for-profit corporation formed under Chapter 617 of the Florida Statutes on January 6, 2011, effective January 3, 2011, with Document Number N11000000173. There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors on April 1, 2011. Pursuant to the provisions of Florida Statute Section 617.1006, the JJ Redick Foundation, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation shall be JJ Redick Foundation, Inc.

**ARTICLE II.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The Principal Office and Place of Business of the Corporation shall be located at 315 E. New England Avenue, Unit 13, Winter Park, Florida 32789. The Mailing Address of the Corporation shall be 315 E. New England Avenue, Unit 13, Winter Park, Florida 32789.

**ARTICLE III.
DURATION OF THE CORPORATION**

The Corporation shall have perpetual existence, until dissolved in accordance with its Bylaws or the Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 13 AM 8:39

**ARTICLE IV.
GENERAL PURPOSES**

The purposes for which the Corporation are organized are exclusively for 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.

**ARTICLE V.
ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under I.R.C. section 501(c)(3) or (b) a corporation, contributions to which are deductible under I.R.C. section 170(c)(2). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, if the Corporation is deemed to be a private foundation as defined under I.R.C. section 509(a)(2), the Corporation shall not carry on any activities that violate the prohibition related to self-dealing as defined under I.R.C. section 4941, the prohibition related to excess business holdings as defined under I.R.C. section 4943, the prohibition related to jeopardy investments as defined by I.R.C. section 4944, and the restrictions on expenditures defined by I.R.C. section 4945.

**ARTICLE VI.
DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one (1) or more of its purposes), and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. 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 a Court of Competent Jurisdiction 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 VII. CORPORATE GOVERNANCE AND INITIAL DIRECTORS

(A). **Board of Directors** The powers of the Corporation shall be exercised by, its properties controlled by and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of the Corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

- (1). Jonathan C. Redick, 315 E. New England Avenue, Unit 13, Winter Park, Florida 32789
- (2). Chelsea L. Redick, 315 E. New England Avenue, Unit 13, Winter Park, Florida 32789.
- (3). Daniel M. Payne, 4870 Sadler Road, Suite 301, Glen Allen, Virginia 23060

(B). **Corporate Officers** The Board of Directors shall elect the following Officers: President and Vice President and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding of whatever nature to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to the action, suit, or proceeding or at the time the cost or expense is incurred by or imposed upon him), except in relation to matters as to which he shall be finally adjudged in any action, suit, or proceeding to have been derelict in the performance of his duties as a Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of the Corporation shall consist of all persons elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall, from time to time, prescribe form and manner in which application may be made for membership, and Members may be admitted by the Board of Directors only. The authorized number of Members of the Corporation, the different

classes of membership (if any), the property, voting and other rights and privileges of Members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X. BYLAWS

The Board of Directors of the Corporation may provide Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Directors deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but an amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII. REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall maintain a registered office within the State of Florida and a registered agent as required by Florida Statutes. The Corporation's initial registered office shall be located at 1206 East Ridgewood Street, Orlando, Florida 32803 and its initial registered agent at that Office shall be Carla DeLoach Bryant, a resident of the State of Florida.

The Articles of Amendment to Articles of Incorporation were adopted by JJ Redick Foundation, Inc. on April 1, 2011.

On this 8th day of April, 2011, Jonathan C. Redick, as Director and President, signed these Amended Articles of Incorporation on behalf JJ Redick Foundation, Inc, and produced a Florida Drivers License as identification.

Carol Page
Witness

Jonathan C. Redick
Jonathan C. Redick, as Director and President of JJ Redick Foundation, Inc.

Carol Page
Printed Name

Cynthia D. Spear
Witness

Cynthia D. Spear
Printed Name

STATE OF FLORIDA
COUNTY OF ORANGE

On this 8th day of April, 2011, Jonathan C. Redick, as Director and President, acknowledged these Amended Articles of Incorporation of behalf of JJ Redick Foundation, Inc. before me, and produced a Florida Driver's License as identification.

Jason S. Palmisano
Notary Public, State of Florida

NOTARY PUBLIC-STATE OF FLORIDA
Jason S. Palmisano
Commission # DD715351
Expires: SEP. 17, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

