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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
306 FOUNDATION, INC.**

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October 3, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

306 FOUNDATION, INC.
P.O. BOX 2643
WINTER PARK, FL 32790

SUBJECT: 306 FOUNDATION, INC.
REF: N11000008151

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

The title of your document reads ARTICLES OF INCORPORATION it needs to read ARTICLES OF AMENDMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tracy L Lemieux
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

306 Foundation, Inc.

EIN: 45-3938687

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
306 FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, this Florida not-for-profit corporation adopts the following amendment and restatement of its articles of incorporation, which amendment and restatement was unanimously adopted by the Board of Directors of the corporation on July 5, 2012. The members of the corporation were not required to vote on the amendment and restatement.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be 306 Foundation, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation is 628 Dunblane Drive, Winter Park, Florida 32792, and the mailing address of the corporation is 628 Dunblane Drive, Winter Park, Florida 32792.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable and educational purposes: within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c) (3). To the extent consistent with the preceding

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sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the promotion and assistance of other not for profit entities dedicated to the development and operation of programs and or which provide, directly or indirectly, services related to the protection of women and children who may be in harm's way, and the full complement of activities related to the education of the public as to the dangers women and children are exposed to and confront throughout the United States of American and the world and the support necessary for women and children exposed to and confronting such dangers or whom are otherwise placed in harm's way.

B. The corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. 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 any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of incorporation, the

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corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) or the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation," as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV - NO MEMBERS

The corporation shall have no members.

ARTICLE V BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the corporation shall be managed under the direction of, the corporation's Board of Directors. The Board of Directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws of the corporation. The number of directors shall be as set forth in

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the Bylaws of the corporation. The Board of Directors shall at all times consist of at least three (3) persons. The names addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
John D. Hursh	628 Dunblane Road Winter Park, Florida 32792
Jane H. Hursh	628 Dunblane Road Winter Park, Florida 32792
Cass Staffel	13710 French Park San Antonio, Texas 78023
Timothy J. Manor	215 N. Eola Drive Orlando, Florida 32801
Cleveland Bell	928 N. W. 47 th Street Miami, Florida 33128

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 628 Dunblane Drive, Winter Park, Florida 32792, and the name of the initial registered agent of the corporation at that address is John D. Hursh. The Board of Directors may from time to time designate a new registered office and a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation are:

Frank A. Hamner	1011 North Wymore Road,
	Winter Park, Florida 32789

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ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

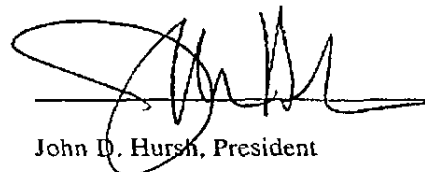
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, after the payment or provision for the payment of all of the liabilities of the corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Amended and Restate Articles of Incorporation this 5th day of July, 2012.



John D. Hursh, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Frank A. Hamner

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**OFFICER'S CERTIFICATE TO ACCOMPANY AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF 306 FOUNDATION, INC.**

I, John D. Hursh, being the duly elected, qualified and acting President of 306 Foundation, Inc., a Florida not for profit corporation, hereby certifies that there are no members entitled to vote on the amendment and restatement of the Articles of Incorporation of 306 Foundation, Inc., accompanying this Certificate, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and unanimously approved by all of the members of the Board of Directors of the corporation on June 29, 2012, in compliance with Section 617.1006 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 5th day of July, 2012.

306 FOUNDATION, INC.

By: _____

John D. Hursh, President

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