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ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
HIERONYMUS CHARITIES, INC.

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the Articles of Incorporation of HIERONYMUS CHARITIES, INC., a Florida not for profit corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is Hieronymus Charities, Inc.
2. The Articles of Incorporation, as amended and restated, are attached hereto as Exhibit A (the "Amended and Restated Articles").
3. The Amended and Restated Articles does not contain amendments to the Article of Incorporation requiring shareholder approval.
4. The Board of Directors of the Corporation adopted the Amended and Restated Articles by the unanimous written consent of the directors of the Corporation on October 17, 2011.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment and Restatement.

HIERONYMUS CHARITIES, INC.

By: Jane Connolly Davis  
Name: Jane C. Davis  
Title: Director  
Date: 10/27/11

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Exhibit A

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HIERONYMUS CHARITIES, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The Amended and Restated Articles of Incorporation of HIERONYMUS CHARITIES, INC., a Florida not for profit corporation incorporated under the provisions of the Florida Not For Profit Corporation Act, shall read in their entirety as set forth below:

ARTICLE I

Name

The name of this corporation is:

Hieronymus Charities, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

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#### ARTICLE IV

##### Board of Directors

This Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than three (3).

#### ARTICLE V

##### Purpose

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VI

##### Members

This Corporation shall not have members.

#### ARTICLE VII

##### Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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## ARTICLE VIII

### Incorporator

The name and address of the incorporator were Peter T. Kirkwood, 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

## ARTICLE IX

### Registered Office and Agent

The registered office of the Corporation shall be 601 Bayshore Boulevard, Tampa, Florida 33606. The registered agent at such address shall be PETER T. KIRKWOOD.

## ARTICLE X

### Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

## ARTICLE XI

### Bylaws

The initial board of directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

## ARTICLE XII

### Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to

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make payments and distributions in furtherance of its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

### ARTICLE XIII

#### Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XIV

#### Avoidance of Private Foundation Taxes

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The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE XV

Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Amended and Restated Articles of Incorporation this 27 day of October, 2011.

HIERONYMUS CHARITIES, INC.

By: Jane C. Davis  
Name: Jane C. Davis  
Title: Director

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