

N12000001276

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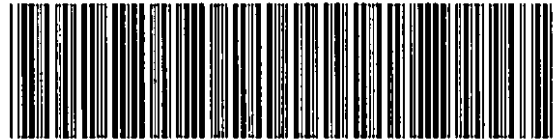
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S TALLENT  
JUN 27 2018

FILED

18 JUN 25 PM 2:55

Amended  
&  
Restated /ALC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 17, 2018

WENDY DEMING  
MOORE FAMILY FOUNDATION, INC.  
601 TAMIAMI TRAIL SOUTH  
VENICE, FL 34285

SUBJECT: GULF COAST SO, INC.  
Ref. Number: N12000001276

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

THE DOCUMENT NUMBER OF THE NAME CONFLICT IS N08000011473.

FOR THE AMENDED AND RESTATED DOCUMENT, PLEASE TITLE THE DOCUMENT GULF COAST SO, INC. AND REMOVE MOORE FAMILY FOUNDATION, INC.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 318A00010376

RECEIVED  
18 JUN 25 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Moore Family Foundation, Inc.

DOCUMENT NUMBER: N12000001276

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

Please return all correspondence concerning this matter to the following:

Wendy Deming

\_\_\_\_\_  
(Name of Contact Person)

Moore Family Foundation, Inc.

\_\_\_\_\_  
(Firm/ Company)

601 Tamiami Trail South

\_\_\_\_\_  
(Address)

Venice, FL 34285

\_\_\_\_\_  
(City/ State and Zip Code)

wdeming@gulfcoastcf.org

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

For further information concerning this matter, please call:

Wendy Deming

941

4864600

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(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**

**GULF COAST SO, INC.**

**(Now known as S & G MOORE FAMILY FOUNDATION, INC.)**

**a Florida not-for-profit Corporation**

FILED  
18 JUN 25 PM 2:55  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

These Amended and Restated Articles of Incorporation are prepared and filed pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

**ARTICLE I                      Name**

The name of the Corporation is: S & G Moore Family Foundation, Inc. (the "Corporation").

**ARTICLE II                      Address**

The address of the principal office and the mailing address of the Corporation is 601 Tamiami Trail South, Venice, Florida 34285.

**ARTICLE III                      Purpose**

- A. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of 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) (hereinafter, the "Code") by conducting or supporting activities exclusively for the benefit of, to perform the functions of, or to carry out the charitable purposes of GULF COAST COMMUNITY FOUNDATION, INC. (the "Foundation"); a Florida corporation not for profit, or its successor, so long as the Foundation remains a "qualified organization," as defined herein. In the event the Foundation ceases to be a "qualified organization," the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more "qualified organizations" which are (i) organized and operated for purposes similar to those of the Foundation and/or (ii) supported by the Foundation, as shall be selected by the Board of Directors of the Corporation. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code.
- B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (the "Act"), as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations

qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that the Corporation 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 this Article. 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, or in opposition to, any candidate for public office. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

#### **ARTICLE IV                      Term of Existence**

The Corporation shall exist perpetually, unless dissolved according to law.

#### **ARTICLE V                      Registered Office and Agent**

The address of the registered office of the Corporation is 240 South Pineapple Avenue, 10<sup>th</sup> Floor, Sarasota, FL 34236. The name of the registered agent at that address is Shumaker, Loop, and Kendrick, LLP.

**ARTICLE VI                      Members**

The sole member of the Corporation shall be Gulf Coast Community Foundation, Inc. The following actions may be taken only by or with the approval of the member: (i) election of directors, (ii) removal of any director; (iii) adoption of any amendment to the Articles of Incorporation or Bylaws; (iv) merger of the Corporation; (v) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (vi) voluntary dissolution of the Corporation; and (vii) adoption of a plan of distribution of the assets of the Corporation upon dissolution. The member shall have such other voting rights as may be provided in the Bylaws of the Corporation.

**ARTICLE VII                      Directors**

The board of directors shall at all times consist of at least three directors. The number, qualifications, and manner of election or appointment of directors shall be as set forth in the Bylaws.

**ARTICLE VIII                      Bylaws**

- A. At the initial meeting of the Corporation, the Board of Directors of this Corporation adopted such Bylaws for the conduct of its business and the carrying out of its purposes as they deemed necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.
- B. The power to alter, amend or repeal Bylaws are as provided in the Bylaws of the Corporation.

**ARTICLE IX                      Amendment to Articles**

These Articles of Incorporation may be amended only by or with the approval of the sole member of the Corporation.

**ARTICLE X                      Dissolution**

- A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of

the Corporation exclusively for charitable purposes to the Foundation, or its successor if the Foundation is then a "qualified" organization, as defined in this Article. If the Foundation is not then a "qualified" organization, such assets shall be distributed to such "qualified" organization or organizations as the Board shall determine. An organization is a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

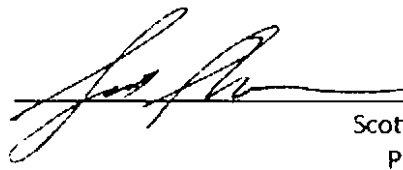
- B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for the aforesaid purposes of the Corporation or to such one or more "qualified" organizations as said court shall determine.

#### ARTICLE XI Indemnification

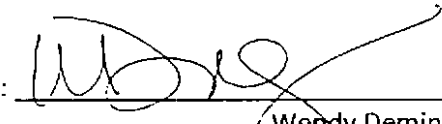
The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12 day of June, 2018.

S & G MOORE FAMILY FOUNDATION, INC.

 6-14-18  
Scott Moore  
President

Approved by the Board of Directors of the sole member, Gulf Coast Community Foundation, on  
June 19, 2018

By:   
Wendy Deming  
Corporate Secretary

JUNE 19, 2018

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

JUNE 19, 2018

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.


Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

JUNE 19, 2018

Dated

Signature

  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WENDY DEMING

\_\_\_\_\_  
(Typed or printed name of person signing)

SECRETARY

\_\_\_\_\_  
(Title of person signing)