

N12-0000002556

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000064334 3)))



H15000064334ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**
Email Address: _____

RECEIVED

15 MAR 13 PM 1:50

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE BUNKER PROJECT OF JACKSONVILLE, FLORIDA,
INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

15 MAR 13 AM 9:57

FILED

CRN
3/16/15

H15000064334

FILED
5 MAR 13 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
THE BUNKER PROJECT OF JACKSONVILLE, FLORIDA, INC.
(A CORPORATION NOT FOR PROFIT)

Pursuant to Chapter 617, Florida Statutes, The Bunker Project of Jacksonville, Florida, Inc., a Florida corporation not for profit (the "*Corporation*"), adopts the following Amended and Restated Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in EXHIBIT A.

SECOND: The Amended and Restated Articles were adopted on the 10th day of March, 2015.

THIRD: The Amended and Restated Articles were adopted by all of the members of the Board of Directors of the Corporation.

FOURTH: The Amended and Restated Articles shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.

Signed this 10th day of March, 2015.

By: 

William J. Sheppard, President

H15000064334

EXHIBIT A**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BUNKER PROJECT OF JACKSONVILLE, FLORIDA, INC.
(A CORPORATION NOT FOR PROFIT)****ARTICLE I
NAME**

The name of the corporation is The Bunker Project of Jacksonville, Florida, Inc. ("Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 215 Washington Street, Jacksonville, Florida 32202.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States

H15000064334

Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 Article III of these Articles of Incorporation; and

(c) 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 any candidate for public office.

ARTICLE V BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have four (4) directors as of the filing of these Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3) or more than five (5).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the members of the Board of Directors are as follows:

NAME	ADDRESS
William B. Brown	1098 34 th Avenue, N.W. Salem, Oregon 97304
Reginald Lawrence	4411 Hartman Road Jacksonville, Florida 32225-1339
William J. Sheppard	215 Washington Street Jacksonville, Florida 32202
John S. Holzbaur	407 North Laura Street Jacksonville, Florida 32202

H15000064334

H15000064334

**ARTICLE VI
OFFICERS**

(a) The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the officers of the Corporation are as follows:

William J. Sheppard	President
John S. Holzbaur	Secretary and Treasurer

**ARTICLE VII
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

**ARTICLE VIII
MEMBERS**

This Corporation shall have no members.

**ARTICLE IX
BYLAWS**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

**ARTICLE X
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority

H15000064334

conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XI CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

- (a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;
- (b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or
- (c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

ARTICLE XII LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;
- (d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

H15000064334

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

End of Document