

N12 000003516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

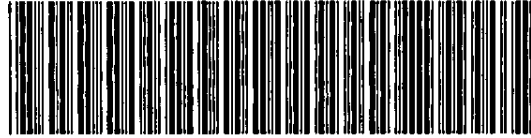
(Business Entity Name)

(Document Number)

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JAN 11 2016

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1-12 am*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IMPACT INCORPORATED

DOCUMENT NUMBER: N1200000 3516

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

Please return all correspondence concerning this matter to the following:

MICHAEL M. DARBY
(Name of Contact Person)

(Firm/ Company)

343 SW STONEGATE TERRACE
(Address)

LAKE CITY, FL 32024
(City/ State and Zip Code)

MDARBY@TDFBINC.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MICHAEL M. DARBY at 386-867-1543
(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:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2015

MICHAEL M. DARBY
343 SW STONEGATE TERRACE
LAKE CITY, FL 32024

SUBJECT: IMPACKT INCORPORATED
Ref. Number: N12000003516

We have received your document for IMPACKT INCORPORATED and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Carol Mustain
Regulatory Specialist II


Letter Number: 515A00026000

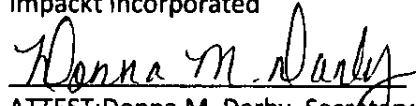
CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
IMPACT INCORPORATED

In compliance with and pursuant to the provisions of section 617.1007, Florida Statutes, Impact Incorporated, a Florida Corporation, not- for- profit, document number N12000003516, duly organized to do business under the laws of the State of Florida, with its Articles of Incorporation having been filed with the office of the Secretary of State on the 4th day of April, 2012 hereby certifies:

1. The name of the Corporation is amended to read: TDFB FOUNDATION, INC.
2. The purpose of the Corporation is amended to be in compliance with requirements of Section 501 (C) (3) of the Internal Revenue Code of 1986.
3. Articles have been added to include IRS tax language in compliance with requirements of Section 501 (C) (3) of the Internal Revenue Code of 1986.
4. The amended and restated Articles of Incorporation do not contain an amendment requiring approval by members or any other person, other than the Board of Directors, and were approved and adopted by the written consent of all members of the Board of Directors of the Corporation effective November 30, 2015 .
5. The attached Restated Articles of Incorporation of Impact Incorporated amend and restate the Corporation Articles of Incorporation in their entirety.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed the certificate.


Jonathan M. Darby, Chairman/President
Impact Incorporated


ATTEST: Donna M. Darby, Secretary
Impact Incorporated

RESTATED ARTICLES OF INCORPORATION

OF

IMPACKT INCORPORATED

In compliance with section 617.1007, Florida Statutes, the following amended and restated Articles of Incorporation of Impactt Incorporated, a Florida Corporation, Not for Profit, Document number N12000003516, duly organized to do business under the laws of the State of Florida, with its Articles of Incorporation having been filed with the office of the Secretary of State on the 4th day of April, 2012 is submitted:

ARTICLE 1 –NAME

The name of the Corporation is **TDFB FOUNDATION, INC.**, (herein after, Corporation).

ARTICLE 2- PURPOSE OF CORPORATION

The corporation is organized 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 the corresponding section of any future federal tax code. *The corporation is organized mainly to eliminate childhood hunger and homelessness and expand equality of opportunity in the United States of America and in furtherance of these purposes the Corporation may:*

- a) Accept funds from the public and from all other sources available; receive and maintain such funds and expend principal and income there from.
- b) Establish, operate, promote, or make grants for various programs designed to fulfill charitable, educational, scientific, religious, and cultural needs.
- c) Acquire, own, use, lease as lessor or lease, convey and otherwise deal in and with real and personal property and any interest therein.
- d) Contract with other organizations for profit and not for profit, with individuals, and with governmental agencies.

ARTICLE 3-BUSINESS AND MAILING ADDRESS

Business and Mailing Address:
295 Northwest Commons Loop, Suite 115-148
Lake City, Florida 32055

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CLERK OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4- INCORPORATION

The name and address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 2nd Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 – MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation may be increased or diminished from time to time by By laws, but shall never be less than three (3).

The meetings of directors for the purpose of electing new directors shall be held annually. The manner in which directors or elected or appointed and the term for which they shall serve shall be regulated by the Bylaws of the Corporation.

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 directors 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 this Corporation authorize the directors so to act.

ARTICLE 6-INITIAL DIRECTORS AND OFFICERS

Title: President/Director:
Jonathan M. Darby
343 SW StonegateTer
Lake City, Florida 32024

Title: Secretary/Treasurer/ Director:
Donna M. Darby
343 SW StonegateTer
Lake City, Florida 32024

Title: Director
Caitlin D. Tillotson
343 SW StonegateTer
Lake City, Florida 32024

ARTICLE 7- DURATION OF CORPORATION

The existence of the Company shall be perpetual unless it is earlier dissolved as provided in these Articles of Incorporation or by operation of the Florida Corporation Act.

ARTICLE 8- INDEMINIFICATION AND LIABILITIES FOR DEBTS

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all cost and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law. Neither the directors nor officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 9-MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors, the corporation shall have no voting members, however the board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board.

ARTICLE 10- LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article 2 hereof.

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, this 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 11-DEDICATION OF ASSETS

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE 12- REGISTERED OFFICE AGENT NAME AND SIGNATURE

The name and address of the initial registered agent of the Company in the State of Florida are:

Michael M. Darby
295 NW Commons Loop, Suite 115-148
Lake City, Florida 32055

Having been, named as Registered Agent and to accept service of process for the above-named limited liability company at the place designated in this Certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in, Chapter 617 F.S.


Michael M. Darby

ARTICLE 13- EFFECTIVE DATE

These amended and restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE 14- AMENDMENT

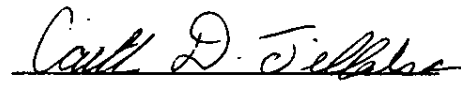
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

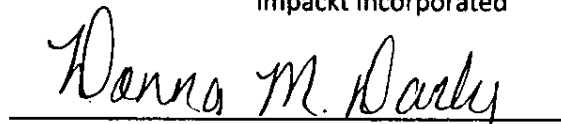
Adoption of Amended and Restated Articles of Incorporation:

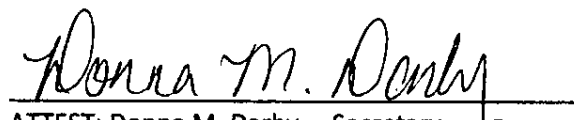
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing amended and restated Articles of Incorporation, consisting of the five preceding pages, as the Articles of Incorporation of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 30th day of November, 2015.


Jonathan M. Darby, Chairman/ President
Impactt Incorporated


Caitlin D. Tillotson, Director
Impactt Incorporated


Donna M. Darby, Director/Secretary
Impactt Incorporated


ATTEST: Donna M. Darby, Secretary
Impactt Incorporated