

Division of Corporations

Page 1 of 2

**N12 0000008893**

Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 617-6380

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Account Number : I20060000159  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BRIAN BILL FOUNDATION, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
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04/29/13

*Amendment*

05-1-13

H 13000096582 3

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: AMENDED ARTICLES OF BRIAN BILL FOUNDATION, INC.

DOCUMENT NUMBER: N12000008893

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

Please return all correspondence concerning this matter to the following:

EDGAR SCOTT BILL

(Name of Contact Person)

AMENDED ARTICLES OF BRIAN BILL FOUNDATION, INC.

(Firm/ Company)

1350 MAIN STREET, UNIT 304

(Address)

SARASOTA, FL 34236

(City/ State and Zip Code)

scottbill2@gmail.com

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

For further information concerning this matter, please call:

ROBERT M. JOHNSON

(Name of Contact Person)

at ( 941 ) 906-1480

(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  
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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

H 13000096582 3

H130000 96582 3

## AMENDED ARTICLES OF INCORPORATION

Of

**Brian Bill Foundation, Inc.**  
A Florida Not-For-Profit Corporation

The undersigned authorized officer pursuant to the provisions of Chapter 617 Florida Statutes does hereby set forth the duly adopted Articles of Incorporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is: Brian Bill Foundation, Inc. and the principal address of the corporation is: 1350 Main Street, Unit 304, Sarasota, FL 34236.

## ARTICLE II

The incorporator is Edgar Scott Bill, 1350 Main Street, Unit 304, Sarasota, FL 34236.

The Registered Agent of the corporation is Edgar Scott Bill, whose address is 1350 Main Street, Unit 304, Sarasota, FL 34236.

ARTICLE III  
CORPORATE EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IV  
PURPOSES

The purpose of the Brian Bill Foundation is to make grants to organizations which are wholly qualified under Internal Revenue Code 501 (c) (3) or the corresponding provisions of any future United States Internal Revenue Law.

a.) Brian Robert Bill had a deep passionate love for family and friends which included the Brotherhood of Navy SEALs. Brian Robert Bill was an outdoorsman who loved to ski, mountain climb, fish, scuba dive and fly airplanes. His tremendous zest for life and positive attitude resonated through his warm smile. Brian Robert Bill was a generous and humble man full of confidence and spirit. He made the ultimate sacrifice to serve and protect our country by giving his life on August 6, 2011 on a rescue mission in Afghanistan, and

b.) Brian Robert Bill's dream was to become an astronaut and explore beyond this earth. He had begun the ascent for his dream by working on his Master's Degree,

H130000 96582 3

submitting three of the highest mountains in the world and obtaining his commercial pilot's license.

Now, therefore, the undersigned Incorporator establishes this corporation under Chapter 617, Florida Statutes, as a not-for-profit corporation for the following purposes:

(i) To provide financial support and assistance to the families and children of Navy SEALs through educational programs, fitness training, exploration, and legacy activities.

(ii) To honor Brian's fallen Navy SEAL teammates killed in action on August 6, 2011 by raising funds for programs that provide support to all their families.

(iii) To provide financial support and assistance to the Naval Special Warfare Community.

(iv) To provide financial support and assistance to Navy SEAL candidates.

(v) To provide financial support to the Brian Bill Scholarship Fund at Norwich University.

(vi) To provide financial support and assistance to The Little Warriors, a Brian Bill project.

#### ARTICLE V POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, and to hold, purchase, mortgage and convey real and personal property, in the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

#### ARTICLE VI MEMBERSHIP

The corporation shall not have any voting members.

#### ARTICLE VII DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no more than five (5) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

H130000965 82 3

## ARTICLE VIII

The names and addresses of the initial Directors are:

Edgar Scott Bill	1350 Main Street, Unit 304 Sarasota, FL 34236
Tessa Eleanore Bill	210 Humboldt Street, Apt. 9 Brooklyn, NY 11206
Morgan Joseph Bill	3645 Oakdale Circle Oviedo, FL 34265
Lt. James Battista	2050 Millford Street Houston, TX 77098

ARTICLE IX  
OFFICERS

Section 1: The officers of the corporation shall be President, Vice-President and a Secretary, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who now serve as officers of the corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Director	Edgar Scott Bill	1350 Main Street, Unit 304 Sarasota, FL 34236
Vice-President/Director	Tessa Eleanore Bill	210 Humboldt Street, Apt. 9 Brooklyn, NY 11206
Secretary/Director	Morgan Joseph Bill	3645 Oakdale Circle Oviedo, FL 34265

ARTICLE X  
BYLAWS

Section 1: The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI  
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

H130000 96582 3

**ARTICLE XII**  
**TAX EXEMPT CORPORATION**

Section 1: The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

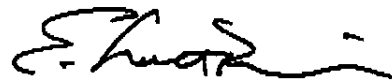
Section 2: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501 (c) (3), of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article IV.

Section 3: In the event of dissolution, the residual assets of the Corporation will be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes as determined by the Board of Directors.

Section 4: It is the intention of this Corporation to remain qualified for tax exempt status. No part of the Corporation's earnings or profits shall inure to any general member or elected voting director. Anything herein to the contrary, it is the intention of the Corporation to remain qualified as a tax exempt corporation as presently provided by the Federal Tax Law or as may be hereafter amended. Any provisions of these Articles of Incorporation which would cause the Corporation to fail to remain qualified for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

These Amended Articles were adopted by the Board of Directors on January 31, 2013. There are no members.

IN WITNESS WHEREOF, the undersigned President and Incorporator has executed these Amended Articles of Incorporation this 31<sup>st</sup> day of January, 2013.



Edgar Scott Bill,  
President and Incorporator

H13000096582 3

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida.

1. The name of the corporation is: Brian Bill Foundation, Inc.
2. The registered agent and office is:

Edgar Scott Bill  
1350 Main Street, Unit 304  
Sarasota, FL 34237

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.**

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

1/31/2013**REGISTERED AGENT FILING FEE: \$35.00**