

N12000009580

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JOEY GRATTON FOUNDATION INC.**

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September 5, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOEY GRATTON FOUNDATION INC.
1974 HILLVIEW ST
SARASOTA, FL 34239

SUBJECT: JOEY GRATTON FOUNDATION INC.
REF: N12000009580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Teresa Brown
Regulatory Specialist II

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

RESTATED ARTICLES OF INCORPORATION
OF
JOEY GRATTON FOUNDATION INC.

The undersigned Florida nonprofit corporation adopts the following Articles of Restatement not for pecuniary profit under the Florida Not For Profit Corporation Act.

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ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be JOEY GRATTON FOUNDATION INC.

1.2 Principal Office and Mailing Address. The corporation's initial principal office shall be 1974 Hillview Street, Sarasota, Florida 34239, and its initial mailing address shall be the same as its principal place of business. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

ARTICLE II - COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence on the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose.

(a) The corporation is organized exclusively for charitable, religious, scientific, literary and educational 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 receiving and administering of funds and other property, absolutely or in trust, to the extent permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein;

(b) 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 exclusive purposes set forth hereinabove.

(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 or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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; and

(e) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes or exempt organizations 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 as the board of directors shall determine. 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.

3.2 Powers. To the extent permitted by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

ARTICLE IV - PRIVATE FOUNDATION

4.1 Private Foundation. If the Corporation is a Private Foundation within the meaning of Internal Revenue Code section 509, then the provisions of this Article shall apply.

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) 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 V - MEMBERSHIP

5.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

5.2 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

5.3 Director(s). The names, addresses and titles of the 3 directors are:

<u>Title</u>	<u>Name/Address</u>
Director/Chairman of Board	Priscilla Gratton 7008 Lennox Place University Place, FL 34201
Director	Blake Gratton 1972 Hillview Street Sarasota, FL 34239
Director	Barbara Lancer 210 Little Pond Lane Sarasota, FL 34242

5.4 Officer(s). The names, addresses and titles of each officer are:

<u>Title</u>	<u>Name/Address</u>
President	Priscilla Gratton 7008 Lennox Place University Place, FL 34201
Secretary	Blake Gratton 1972 Hillview Street Sarasota, FL 34239
Treasurer	Tina Von Kessel 1726 Kestral Parkway S Sarasota, FL 34231

5.5 Organizational Meeting. After the corporate existence begins an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.6 Indemnification of Directors and Officers. The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including attorney fees and costs through all appeals), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding any contrary provision in the articles, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for this indemnification, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. The amendment or repeal of this indemnification provision shall not adversely affect the rights of any past or present director or officer, unless such person waives these rights in writing. The directors and officers shall have an absolute right to this indemnification and they are intended to be third party beneficiaries of this indemnification provision.

ARTICLE VI - GENERAL

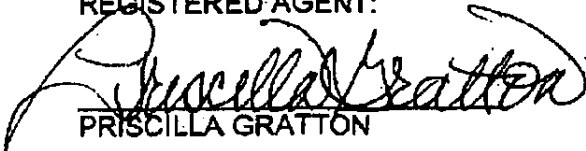
6.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the members in accordance with applicable law.

6.2 Initial Registered Agent and Office: Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be Priscilla Gratton. The initial Registered Office street address of the Registered Agent shall be 1974 Hillview Street, Sarasota, Florida 34239. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

6.3 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: Priscilla Gratton, 1974 Hillview Street, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned executed this instrument this 15th day of August, 2013.

REGISTERED AGENT:


PRISCILLA GRATTON

INCORPORATOR:


PRISCILLA GRATTON

JOEY GRATTON FOUNDATION, INC.
(A Corporation Not For Profit)
Consent in Lieu of
Special Meeting of Board of Directors

The above-referenced meeting was held this 15th day of August, 2013, for the purposes herein contained.

1. **Procedural Formalities.** It was determined that the meeting was properly noticed, called and convened at the principal office of the corporation. It was determined that all directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. **Transaction of Business.** On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted.

RESOLVED, that an Amendment to the articles of incorporation be and is hereby adopted amending and restating in its entirety.

RESOLVED FURTHER, that the officers and directors of the corporation hereby are authorized and directed to execute and file formal Restated Articles of Incorporation and to take any and all necessary action in order to effectuate the foregoing intent.

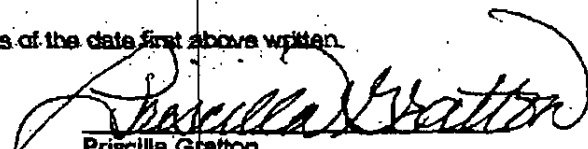
RESOLVED FURTHER, that the Restatement was adopted by the board of directors and does not contain any amendments requiring member approval.


3. **Further Action.** The officers and directors of the corporation hereby are authorized and directed to take such further action, including without limitation, the execution and delivery of legal documents and instruments, as may be necessary to effectuate the intent hereof.


4. **Adjournment.** On motion duly made, seconded and duly carried, the meeting was adjourned.

5. **Counterparts; Electronic Signatures.** This instrument may be signed in counterparts all or which taken together shall comprise a single instrument. A facsimile or other electronic signature shall be an original for all purposes of this instrument.

The undersigned signed this instrument as of the date first above written.



 Priscilla Gratton
 As Director


 Blake Gratton
 As Director


 Barbara Lancer
 As Director

Certification

The undersigned certifies this instrument and files the same with and as the records of the corporation.


 Blake Gratton
 As Secretary