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Page 1 of 2

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ExEL Foundation, Inc.
Formally – Peace Early Learning Center Foundation, Inc
(a Florida Corporation Not For Profit)**

These Amended and Restated Articles of Incorporation were adopted by a Special Meeting of the Board of Directors and unanimously approved on August 26, 2015.

**ARTICLE I
NAME**

The name of this corporation is the **ExEL Foundation, Inc.** (hereinafter called the "Corporation").

**ARTICLE II
OFFICE AND MAILING ADDRESS OF THE CORPORATION**

The Corporation's principal office and mailing address are located at 10149 Biscayne Bay Lane, Naples, FL 34120

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV
PURPOSES**

The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and the legislative, administrative and judicial interpretations of that section of the Code. Specifically the Corporation shall raise funds from governmental, public and private sources to support the early education activities of not for profit organizations dedicated to providing early learning educational programs to poor and disadvantaged children in Southwest Florida. The Foundation intends to be classified as a Type III supporting organization under §509(a)(3) of the Code and shall at all times (i) be operated in connection with at least one early learning center which is exempt from federal income taxation under §501(c)(3) and 509(a)(1) or (2) and (ii) provide funding solely to publicly supported organizations.

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ARTICLE V
MINIMUM ANNUAL DISTRIBUTION REQUIREMENT

The Corporation shall distribute annually an aggregate amount equaling or exceeding its distributable amount described in Treas. Reg. §1.509(a)-4T(i)(5)(ii)(B) or later proposed or final regulation governing minimum distribution requirements for Type III supporting organizations to one or more publicly supported organizations, primarily to those named in these Articles.

ARTICLE VI
NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VII
MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

The method of election of the directors is provided for in the bylaws of the Corporation.

ARTICLE VIII
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be appointed by the directors to one or more organizations exempt from federal taxation under §501(c)(3) of the Internal Revenue Code which are engaged on a continuing basis in the promotion of educational services.

ARTICLE X
PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall

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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 IV 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XII **AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII **AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

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ARTICLE XIV

ADOPTION OF AMENDED AND RESTATED ARTICLES

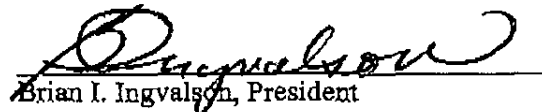
These Amended and Restated Articles of Incorporation of the Corporation were adopted by a unanimous affirmative vote of the Board of Directors at a special meeting of the Board of Directors. Each of the six (6) directors, all present (or voting via Internet email) at or prior to the meeting and entitled to vote, voted to adopt these amended Articles. With six of the six directors voting for the amendment and restatement was sufficient under the articles, bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on the 26th day of August, 2015. The Corporation has no members. Therefore, no members were required to vote.

ARTICLE XV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is 10149 Biscayne Bay Lane, Naples, FL 34120, and the name of the registered agent at such office is Brian I. Ingvalson.

The date of adoption of these Amended and Restated Articles of Incorporation is the 26th day of August, 2015.


Brian I. Ingvalson, President