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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STACY'S BLESSINGS FROM ABOVE INC.**

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2014 AUG 27 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, as amended, Stacy's Blessings From Above Inc., a Florida not-for-profit corporation incorporated on September 6, 2013, hereby adopts the following Amended and Restated Articles of Incorporation (these "Articles"):

**ARTICLE I  
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

Section 1.1 **Name.** The name of the corporation is:

STACY'S BLESSINGS FROM ABOVE INC.

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal place of business address of the corporation is:

1490 Lantern Light Trail  
Middleburg, FL 32068

**ARTICLE II  
PURPOSES**

Section 2.1 **Purposes.** The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provisions of any future federal tax code.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs.** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this corporation.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 **Number.** This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
Stacy L. Swain	1490 Lantern Light Trail, Middleburg, FL 32068
Emily F. Magee	c/o Foley & Lardner LLP, 1 Independent Drive, Suite 1300, Jacksonville, FL 32202
Timothy J. Bramwell	c/o Foley & Lardner LLP, 1 Independent Drive, Suite 1300, Jacksonville, FL 32202

#### ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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. Notwithstanding any other provision of these Articles, the 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 Code (or any corresponding provisions of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provisions of any future federal tax code).

#### ARTICLE V DISSOLUTION

Section 5.1 **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or any corresponding provisions of any future federal tax code), or shall be distributed to the federal government or to a local or state 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 which are organized and operated exclusively for such purposes, as said court shall determine.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 **Name and Address of Registered Agent.** The street address of the initial registered office of this corporation is: 1490 Lantern Light Trail, Middleburg, FL 32068, and the name of the initial registered agent of this corporation at that address is: Stacy L. Swain

**ARTICLE VII  
INCORPORATOR**

Section 7.1 **Name and Address of Incorporator.** The name and street address of the incorporator of the corporation are as follows: Stacy L. Swain, 1490 Lantern Light Trail, Middleburg, FL 32068.

**ARTICLE VIII  
ADOPTION BY THE BOARD OF DIRECTORS**

The corporation has no members. Pursuant to Section 617.1006, Florida Statutes, as amended, these Articles were adopted at a meeting of the Board of Directors on April 29, 2014 by a unanimous vote of the Directors then in office.

Fax Audit No. (H14000201595 3)

IN WITNESS WHEREOF, pursuant to Section 617.01201, Florida Statutes, as amended, the undersigned adopts and executes these Amended and Restated Articles of Incorporation this 29th day of April, 2014.

**STACY'S BLESSINGS FROM ABOVE, INC.**

  
\_\_\_\_\_  
Stacy L. Swain, Chairperson and President