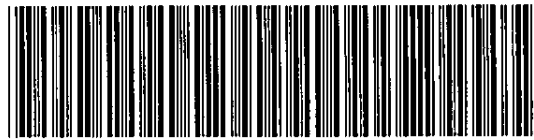


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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SANDPOINTE FOUNDATION, INC.**

a Florida Nonprofit Corporation

The undersigned, the President of SandPointe Foundation, Inc., a Florida nonprofit corporation, for the purpose of amending and restating its Articles of Incorporation, does hereby make and execute this Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto.

The Amended and Restated Articles of Incorporation are hereby amended and restated to read in their entirety as set forth below:

**ARTICLE I
NAME**

The name of the corporation ("Corporation") is SandPointe Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 777 South Flager Drive, West Tower, Suite 1800, West Palm Beach, Florida, 33401, and the mailing address is the same.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 1200 South Pine Island Road, Plantation, Florida, 33324, and the initial registered agent of the Corporation at that address shall be NRAI Services, Inc. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE IV
MEMBERS**

The Corporation will not have voting members.

ARTICLE V

PURPOSES

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as *exempt organizations* under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation's purposes shall include, but not be limited to, providing worldwide, charitable relief to poor and underprivileged children; the procurement, provision and global distribution of food, water, shelter, clothing, medical supplies, bibles and other religious and educational materials to persons in need; funding research that identifies the most effective charitable organizations dedicated to addressing and alleviating hunger, thirst, clothing needs, lack of shelter, health care needs, human trafficking and prison issues; soliciting donations and contributions and making grants to charitable organizations with similar missions as the Corporation to support such activities; and the sponsorship and conduct of educational campaigns and programs designed to raise awareness of, and seek solutions to, the conditions the Corporation is committed to addressing and alleviating. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, that may be necessary, proper, or suitable for the attainment of any of the purposes for which the Corporation is organized. The Corporation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

ARTICLE VI

PROHIBITED TRANSACTIONS

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 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 VI 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, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not take any of the following actions:

- a. engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code;
- b. fail to distribute its income annually in an amount necessary to satisfy its minimum distribution requirement under Section 4942 of the Code;
- c. retain any excess business holdings, as such term is defined in Section 4943(c) of the Code;
- d. make any investments in such manner as to subject the Foundation to taxation under the provisions of Section 4944 of the Code; or
- e. make any taxable expenditures, as such term is defined in Section 4945(d) of the Code.

ARTICLE VII **BOARD OF DIRECTORS**

The Board of Directors of the Corporation currently consists of six (6) directors. The number and manner of election of directors of the Corporation shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation; provided, however, that the number of directors shall never be less than three (3).

ARTICLE VIII **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 IX **NO PERSONAL LIABILITY FOR CORPORATE DEBTS**

The directors of the Corporation shall not be individually or personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and codifying that the facts stated herein are true, that there are no members entitled to vote on the amendments, and that the amendments were adopted by the board of directors, and hereby subscribe thereto and herewith set their hand and seal this 5 day of September, 2014.


Dennis R. Hammond, President