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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Ted B. Edwards Family Foundation, Inc.

**DOCUMENT NUMBER:** N14000010263

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

Please return all correspondence concerning this matter to the following:

Charles J. Ingber

(Name of Contact Person)

Law Office of Charles J. Ingber

(Firm/ Company)

4653 Carmel Mountain Road, Suite 308-217

(Address)

San Diego, CA 92130-6650

(City/ State and Zip Code)

chuck.ingber@gmail.com

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

For further information concerning this matter, please call:

Charles J. Ingber

(Name of Contact Person)

at 858 880-7533

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**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

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

15 MAY 27 PM 2: 20

**TED B. EDWARDS FAMILY FOUNDATIONS, INC.**

Pursuant to Florida Statutes §617.1006, the undersigned corporation adopts the following restated Articles of Incorporation, which supersede the existing articles of incorporation and all amendments to them:

**ARTICLE I**

The name of the corporation is TED B. EDWARDS FAMILY FOUNDATION, INC.

**ARTICLE II**

The corporation is a Florida not-for-profit corporation.

**ARTICLE III**

The corporation is organized and must be operated exclusively for charitable, religious, scientific, or educational purposes permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended (IRC).

**ARTICLE IV**

Notwithstanding any other provision of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC §501(c)(3) and (b) by a corporation contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of the corporation may inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation may consist of carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under IRC §501(h), and the corporation will not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE V**

During any time that the corporation is classified as a private foundation as defined in IRC §509, the corporation:

- (a) May not engage in any act of self-dealing as defined in IRC §4941(d);
- (b) Must distribute its income and, when necessary, amounts from principal at such time and in such manner as required by IRC §4942 to avoid subjecting the corporation to taxation on undistributed income;
- (c) May not retain any excess business holdings as defined in IRC §4943(c);
- (d) May not make any investments in any manner that will subject the corporation to the taxes on investments that jeopardize charitable purpose imposed by IRC §4944; and
- (e) May not make any taxable expenditures as defined in IRC §4945(d).

#### **ARTICLE VI**

Upon the dissolution or final liquidation of the corporation, and after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation will be distributed to such organization or organizations that are then described in IRC §§501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) and/or to the United States or any state for exclusively public purposes as the board of directors determines.

#### **ARTICLE VII**

The corporation will not have members.

#### **ARTICLE VIII**

The names and addresses of the initial directors of the corporation are:

Ted B. Edwards  
1350 Orange Ave., Suite 260  
Winter Park, FL 32789

Nicole Seybold  
1350 Orange Ave., Suite 260  
Winter Park, FL 32789

Charles J. Ingber  
4653 Carmel Mountain Road, Suite 308-217  
San /Diego, CA 92130

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#### **ARTICLE IX**

No director or uncompensated officer will be personally liable to the corporation for monetary damages for conduct as a director or an officer unless the Florida Statutes prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. No amendment to the Florida Statutes that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director or an officer for any act or omission that occurs before the effective date of the amendment.

#### **ARTICLE X**

The corporation will indemnify to the fullest extent not prohibited by law any current or former director or officer of the corporation who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The corporation will pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs before the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article will not be

deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members, or other document or arrangement.

#### ARTICLE XI

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Florida Statutes will be deemed to refer also to the corresponding provisions of any future federal tax or Florida Statutes.

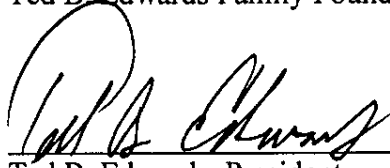
#### ARTICLE XII

The address of the corporation's initial registered office and the name of its initial registered agent at that location are:

Ted B. Edwards  
1350 Orange Ave., Suite 260  
Winter Park, FL 32789

DATED: March 31<sup>st</sup>, 2015.

Ted B. Edwards Family Foundation, Inc.



Ted B. Edwards, President

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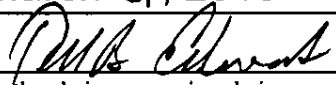
The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 31, 2015

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ted B. Edwards  
(Typed or printed name of person signing)

President  
(Title of person signing)

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