

**n1400010673**

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FOR AMND/RESTATE/CORRECT OR O/D RESIGN  
JOHNSON FAMILY FOUNDATION, INC.**

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*Am Restated*  
JUL 28 2015  
T. LEMIEUX

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHNSON FAMILY FOUNDATION, INC.  
(A Corporation Not-For-Profit)**

Johnson Family Foundation, Inc. (the "Corporation") a Florida Not For Profit Corporation, having originally filed Articles of Incorporation on November 19, 2014 and assigned Florida document number N14000010673 by the Florida Department of State, Division of Corporations, hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles") pursuant to the Florida Not For Profit Corporation Act, Chapter 617 (the "Florida Act");

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is JOHNSON FAMILY FOUNDATION, INC.. The principal office or mailing address of the Corporation is 7936 Tiger Lily Drive, Naples, Florida 34113.

**ARTICLE II  
PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE III  
MEMBERS**

The number of Members shall be as provided in the Bylaws (the "Bylaws") of the Corporation.

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#### **ARTICLE IV DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

#### **ARTICLE V PROPERTY**

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### **ARTICLE VI REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

#### **ARTICLE VII AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

#### **ARTICLE VIII DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is: Rob Andrew Johnson, 7936 Tiger Lily Drive, Naples, Florida 34113.

## ARTICLE X TAX EXEMPT RESTRICTIONS

**Section 1. Prohibition on Private Inurement.** Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

**Section 3. Limitation on Lobbying Activities.** Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

**Section 4. Prohibition on Intervening in Political Campaigns.** Notwithstanding any other provision of these Articles to the contrary, 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.

**Section 5. Tax-Exempt Status.** Notwithstanding any other provision of these Articles to the contrary, 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 (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

## ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent, or any former officer, former director, r former employee or former agent, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Corporation, having no members or members entitled to vote, duly adopted these Articles by unanimous action by the Board of Directors on July 21, 2015 to be effective as of the 19th day of November, 2014, for the purpose of forming the Corporation under the Florida Act.

  
\_\_\_\_\_  
Rob A. Johnson, Director

**JOHNSON FAMILY FOUNDATION, INC.  
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Articles of Incorporation of JOHNSON FAMILY FOUNDATION, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By her authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By her authorized signature below, the registered agent signifies that she is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

HL STATUTORY AGENT, INC.,  
Registered Agent

By: 

Jeanne L. Seewald

Date: 7-27-15