

N14000010819

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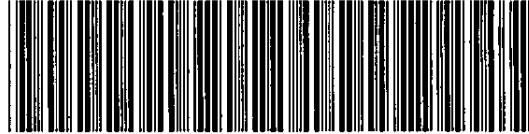
(Business Entity Name)

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DIVISION OF CORPORATIONS
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C.L.
2-10-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2015

DAMIAN THORMAN / TRUE NORTH PHILANTHROPIC ADVISERS LLC
4243 LENNOX DRIVE
MIAMI, FL 33133 US

SUBJECT: FLORIDA POLICY INSTITUTE, INC.
Ref. Number: N14000010819

We have received your document for FLORIDA POLICY INSTITUTE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 815A00000035

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Florida Policy Institute, Inc.**

DOCUMENT NUMBER: **N14000010819**

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

Please return all correspondence concerning this matter to the following:

Damian Thorman

(Name of Contact Person)

True North Philanthropic Advisers, LLC

(Firm/ Company)

4243 Lennox Drive

(Address)

Miami, FL 33133

(City/ State and Zip Code)

damian@thormangroup.com

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

For further information concerning this matter, please call:

Damian Thorman

(Name of Contact Person)

at **786 393-8994**

(Area Code & Daytime Telephone Number)

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

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

N14000010819

The Board of Directors of the Florida Policy Institute, Inc. approved the restated articles on September 2, 2014 by a unanimous vote of the board. There are no members.

For more information contact the incorporator, Damian Thorman (786) 393-8994 at 4243 Lennox Drive, Miami, FL 33133 or damian@thormangroup.com.

Restated

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ARTICLES OF INCORPORATION
OF
THE FLORIDA POLICY INSTITUTE, Inc.

ARTICLE I. CORPORATE NAME

The name of the corporation is and shall be the Florida Policy Institute, Inc. (hereinafter referred to as the "Corporation")

ARTICLE II. TERM

The period of duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

The Corporation is a not-for-profit corporation, organized and operated 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 the corresponding provision of any future federal tax code, including conducting research and analysis on state fiscal and policy issues that affect low and moderate income Floridians.

ARTICLE IV. PRINCIPAL OFFICE

The principal office of the Corporation shall be 1211 North Westshore Blvd., Suite 314, Tampa, Florida 33607.

ARTICLE V. DISTRIBUTION AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or any 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 III 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 of 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 activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under '501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under '170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Upon dissolution, the Corporation shall, after paying or making provisions for payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for the charitable or educational purposes as shall at the time qualify as an exempt organization or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Second Judicial Circuit Court in Leon County exclusively to such organization or organizations as said Court shall determine qualify as exempt organizations under '501(c)(3) of the Internal Revenue Code, and as a non-profit corporation under the laws of the State of Florida.

ARTICLE VI. DIRECTORS

The number of the initial directors of this corporation shall be three. The number of directors and the manner of the election of directors shall henceforth be determined by the

corporate Bylaws, provided that the number shall be not less than three. The names and addresses of the persons who shall serve as initial directors are:

Scott Barancik, 245 26th Ave. N, St. Petersburg, Florida
33704,

Mireya Eavey, 7131 Professional Parkway East, Sarasota
Florida 34240,

Maria Rodriquez, 2800 Biscayne Blvd. - Suite 800, Miami,
Florida 33137

ARTICLE VII. REGISTERED OFFICE AND AGENT

The location and post office address of the registered office of this corporation shall be 1211 North Westshore Blvd., Suite 314 Tampa, Florida 33607. The name of the registered agent at that address shall be David Biemesderfer.

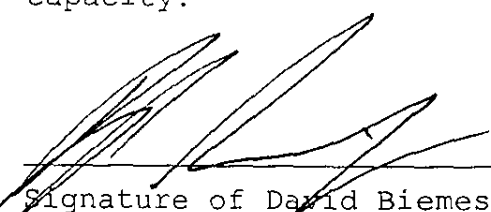
ARTICLE VIII. LIABILITY OF DIRECTORS

A director shall have no liability to the corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission

of such director occurring prior to such repeal or modification.

ARTICLE IX. REGISTERED AGENT

The name and address of the registered agent is as follows:
David Biemesderfer, 1211 N. Westshore Blvd. Suite 314, Tampa,
Florida 33607. Having been named as registered agent to accept
service of process for the above stated corporation at the place
designated in this certificate, I am familiar with and accept the
appointment as registered agent and agree to act in this
capacity.



Signature of David Biemesderfer, Registered Agent

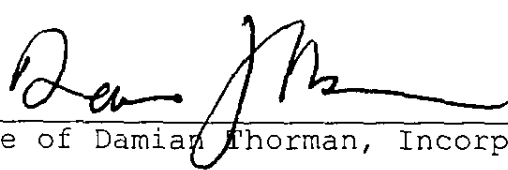
9/2/14
Date

ARTICLE X. INCORPORATOR

The name and address of the incorporator is as follows:

Damian Thorman, 4243 Lennox Drive, Coconut Grove, Florida
33133.

I submit this document and affirm that the facts stated
herein are true. I am aware that any false information submitted
in a document to the Department of State constitutes third degree
felony as provided in s.817.155, F.S.



Signature of Damian Thorman, Incorporator

9/5/14
Date

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