

N15000002026

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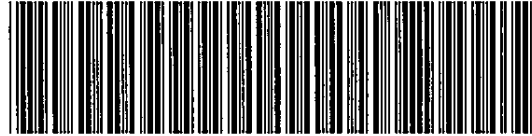
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

Amended & Restated

SEP 06 2016

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Maya Avery Johnson Foundation, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Ann C. Johnson
(Name of Contact Person)

Maya Avery Johnson Foundation
(Firm/ Company)

2236 Tillman Ave.
(Address)

Winter Garden, Florida 34787
(City/ State and Zip Code)

info@maya-johnson.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Johnson at 321-278-2381
(Name of Contact Person) (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 type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
MAYA AVERY JOHNSON FOUNDATION INC.**

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TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, being the Directors of Maya Avery Johnson Foundation, Inc. (hereinafter the "Corporation"), a Florida nonprofit corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 25, 2015, Document No. N15000002026.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation on 6/20/2016. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I

Name of Corporation

The name of the Corporation shall be Maya Avery Johnson Foundation, Inc.

ARTICLE II

Principal Address of Corporation

The address of the Corporation shall be 2236 Tillman Avenue, Winter Garden, FL 34787.

ARTICLE III

Purpose and Powers of Corporation

The pain of losing a loved one lingers for a lifetime. The mission of the Corporation is to promote healthy grief coping skills utilizing workshops, peer support groups, the arts, and counseling. The importance of healthy grieving has lifetime positive benefits.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt.

Except as limited by the Articles of Incorporation and the Bylaws, the

Corporation will have and exercise all rights and power in furtherance of its purposes as are or may hereafter be conferred on not-for-profit corporations, pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal United States Internal Revenue law.

ARTICLE IV Manner of Election

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE V Board of Directors

The names and addresses of the officers of the Corporation are:

JOHNSON, ANN
2236 TILLMAN AVENUE
WINTER GARDEN, FL 34787

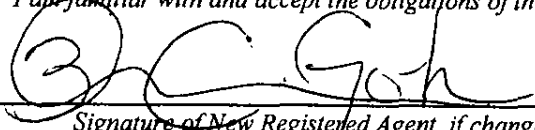
JOHNSON, TIRRELL T
2236 TILLMAN AVENUE
WINTER GARDEN, FL 34787

ARTICLE VI Registered Agent

The name and street address of the registered agents is: Ann Johnson 2236 Tillman Avenue, Winter Garden, FL 34787.

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

ARTICLE VII

Duration

This Corporation shall have perpetual existence, commencing on the date of acceptance and filing of the Articles of Incorporation with the Secretary of State, Division of Corporations, State of Florida.

ARTICLE VIII

Dissolution Clause

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

Amendments

The Articles of Incorporation and the Bylaws of this Corporation may be altered, amended, or rescinded by a two-third's vote of the Board of Directors.

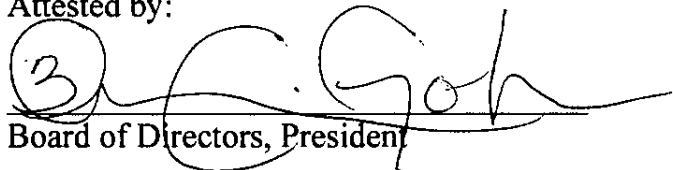
ARTICLE X

Meetings

The meeting for the election of members of the Board of Directors shall be as provided in the Bylaws.

Hereby adopted on the 30 day of June, 2016.

Attested by:


Board of Directors, President

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TALLAHASSEE, FLORIDA

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)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 June 30, 2016

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)

Ann C. Johnson

(Typed or printed name of person signing)

Founder / CEO

(Title of person signing)

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