

N15000002178

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*Amended &
Restated*

05/26/15--01025--003 **35.00

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2015 JUN 16 PM 3:39
CLERK OF DISTRICT COURT
FLORIDA

JUN 16 2015
RAMSEY

*00789, 00524, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gifts From Jada Foundation, Inc.

DOCUMENT NUMBER: N1500000 2178

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

Please return all correspondence concerning this matter to the following:

Keith O. Reynolds, Jr
(Name of Contact Person)

Gifts From Jada Foundation, Inc
(Firm/ Company)

10811 NW 34th Place
(Address)

Coral Springs, FL 33065
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Keith or Sasheera Reynolds at (954) 557 - 4587
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2015

Keith O. Reynolds
Gifts from Jada Foundation Inc
10811 NW 34th Place
Coral Springs, FL 33065

SUBJECT: GIFTS FROM JADA FOUNDATION, INC.
Ref. Number: N15000002178

We have received your document for GIFTS FROM JADA FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Department of State does not file revised articles of incorporation. You may file Amended and Restated Articles of Restated Articles according to chapter 617.1007 of the Florida statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Annette Ramsey
Regulatory Specialist II

Letter Number: 515A00011556

RECEIVED
15 JUN 15 PM 4:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GIFTS FROM JADA FOUNDATION, INC.

FILED
2015 JUN 16 PM 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and behalf of a non-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is Gifts From Jada Foundation, Inc. (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved by a matter of the law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificate of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which the corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income for charitable, religious, scientific, literary or educational purposes. The purposes of the Corporation, in addition to the other purposes described in the preceding sentence, the following:

- To provide grief support, relief, and resources for children, teens, adults, and families following the death of a loved one.
- To provide a tangible sign of hope to sick, homeless, orphaned, and economically disadvantaged children by raising funds, collecting new, unwrapped toys each year to be distributed on Christmas day.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the Section 501(c)(3) of the Internal Revenue Code and Regulations.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 4.8. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at time qualify exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code and Regulations (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V
MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors and any person or entity who meets the membership requirement pursuant to the bylaws.

ARTICLE VI
DIRECTORS

Section 6.1. A Board of Directors, not less than three (3) persons, shall govern the affairs of the Corporation. The Board of Directors are elected into office as provided in the bylaws. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board.

Section 6.2. The initial Board of Directors shall consist of the following members:

Sasheena M. Reynolds
President
10811 NW 34th Place
Coral Springs, FL 33065

Keith O. Reynolds, Jr
Director
10811 NW 34th Place
Coral Springs, FL 33065

Simone A. Lawrence
Secretary
12704 64th Avenue E
Puyallup, WA 98373

Jahleel J. Reynolds
Vice President
10811 NW 34th Place
Coral Springs, FL 33065

ARTICLE VII
ADDRESS

Section 7.1. The street and mailing address of the principal office of this corporation in the State of Florida is:

10811 NW 34th Place
Coral Springs, FL 33065

ARTICLE VIII
AMENDMENT

Section 8.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE IX
BYLAWS

Section 9.1. The Board of Directors of this Corporation may adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE X
EFFECTIVE DATE

Section 10.1. The Corporation shall be effective on February 28, 2015.

ARTICLE XI
INITIAL REGISTERED AGENT

Section 11.1. The name and address of the initial registered agent is:

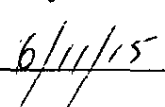
Keith Reynolds
10811 NW 34th Place
Coral Springs, FL 33065

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.



Keith Reynolds

Date


6/11/15

ARTICLE XII
INCORPORATOR

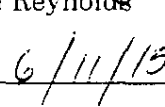
Section 12.1. The name and address for the incorporator of this Corporation is:

Keith Reynolds
10811 NW 34th Place
Coral Springs, FL 33065



Keith Reynolds

Date


6/11/15

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)

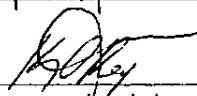
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 5/19/15

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)

Keith Reynolds
(Typed or printed name of person signing)

Director
(Title of person signing)