

# N15000007142

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

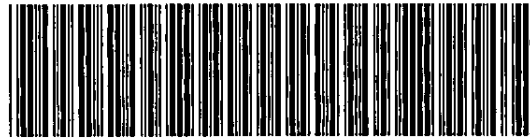
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200278589582

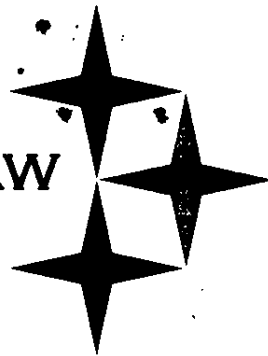
11/05/15--01028--017 \*\*35.00

15 NOV -5 AM 8:27

NOV 09 2015  
C McNAIR

KENNETH C. STEEL, III  
1334 EDGEWOOD AVENUE SOUTH  
JACKSONVILLE, FL 32205  
PHONE 904-514-4484  
FAX 904-389-8261  
STEELTRIALAW@GMAIL.COM

STEEL TRIAL LAW  
PLLC



November 2, 2015

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

15 NOV -5 AM 8:27

Re: Tyler's Toys, Inc.  
Document No: N000007142

Dear Sir or Madam:

Enclosed for filing please find the following documents:

1. Certificate of Amended and Restated Articles of Incorporation of Tyler's Toys, Inc.;  
and
2. Amended and Restated Articles of Incorporation of Tyler's Toys, Inc.

Additionally, enclosed please find my firm's check in the amount of \$35.00 for payment of the required filing fee. Thank you for your attention in this matter, and please do not hesitate to contact me with any questions or concerns. As always, I am

Respectfully yours,

Kenneth C. Steel, III

Enclosures (as stated)

cc: Rachel Pennewell (Via email)

CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

of

TYLER'S TOYS, INC.

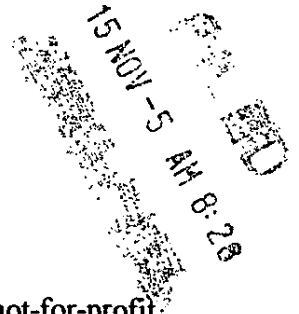
Pursuant to the provisions of F.S. §617.1007, Tyler's Toys, Inc., a Florida not-for-profit corporation (hereinafter, the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation, as amended, are hereby amended and restated in their entirety, in the form attached hereto as Exhibit A, the Amended and Restated Articles of Incorporation of Tyler's Toys, Inc.
2. The Amended and Restated Articles of Incorporation were adopted and approved by a majority vote of the the Board of Directors of the Corporation on October 22, 2015.

IN WITNESS THEREOF, the undersigned officer of the Corporation does hereby certify that the Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation on October 22, 2015.

By: Rachel Pennewell  
Rachel Pennewell  
President

Date: October 22, 2015



**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF TYLER'S TOYS, INC.**

The Articles of Incorporation of Tyler's Toys, Inc., are amended and restated in their entirety to read as follows:

**ARTICLE I**

**Name of the Corporation**

The name of the corporation shall be Tyler's Toys, Inc.

**ARTICLE II**

**Location of the Corporation**

The location of the corporation, its mailing address, and its principal place of business, shall be 96075 Piedmont Drive, Fernandina Beach, FL 32034.

**ARTICLE III**

**Purpose of the Corporation**

Tyler's Toys, Inc., is a not-for-profit corporation that is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. The purpose of Tyler's Toys, Inc., is to raise funds and to accept in-kind gifts to provide to families in need while receiving services at a local children's hospital.

**ARTICLE IV**

**Not-for-profit Nature of the Corporation**

- 4.1 Tyler's Toys, Inc., is a not-for-profit corporation that is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.
- 4.2 No part of the net earnings of Tyler's Toys, Inc., shall inure to the benefit of any member, officer, trustee or employee of Tyler's Toys, Inc., except that Tyler's Toys, Inc., 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 above. No substantial part of the activities of Tyler's Toys, Inc., shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Tyler's Toys, Inc., shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, Tyler's Toys, Inc., 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 Internal Revenue

Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 4.3 Tyler's Toys, Inc., shall not carry on any activities prohibited by Section 501(c)(3) of the Internal Revenue Code. Specifically, Tyler's Toys, Inc. shall:
- a. Absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office;
  - b. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders;
  - c. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially;
  - d. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purposes.
  - e. Not devote more than an insubstantial part of its activities to attempting to influence legislation;
  - f. Not provide commercial-type insurance as a substantial part of its activities;
  - g. Not engage in activities that are illegal or violate fundamental public policy; and
  - h. Refrain from engaging in any other activity which would disqualify Tyler's Toys, Inc., from designation as an exempt corporation, pursuant to Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V

##### Effective Date of and Duration of the Corporation

The effective date of Tyler's Toys, Inc., is July 20, 2015, and the term of existence of Tyler's Toys, Inc., shall be perpetual.

#### ARTICLE VI

##### Name and Address of the Initial Incorporator

The name and address of the Initial Incorporator is:

Rachel Pennewell  
96075 Piedmont Drive  
Fernandina Beach, FL 32034

#### ARTICLE VII

##### Officers and Directors of the Corporation

The initial officers and directors of Tyler's Toys, Inc., are:

**Title: President**  
Rachel Pennewell  
96075 Piedmont Drive  
Fernandina Beach, FL 32034

**Title: Vice-President**  
Joseph P. Pennewell  
96075 Piedmont Drive  
Fernandina Beach, FL 32034

**Title: Secretary**  
Rachel Pennewell  
96075 Piedmont Drive  
Fernandina Beach, FL 32034

The above officers and directors constitute the Board of Directors of Tyler's Toys, Inc., and will serve a one year term. Future Boards of Directors will be selected by a majority vote of the then-existing Board of Directors, conducted at the annual meeting of Tyler's Toys, Inc., to serve one year terms.

**ARTICLE VIII**  
**Members of the Corporation**

Tyler's Toys, Inc., shall have no members. The management of the affairs of Tyler's Toys, Inc., shall be vested in the Board of Directors.

**ARTICLE IX**  
**Name and Address of Registered Agent**

The name and address of the registered agent of Tyler's Toys, Inc., is:

Rachel Pennewell  
96075 Piedmont Drive  
Fernandina Beach, FL 32034

**ARTICLE X**  
**Amendment to the Articles of Incorporation**

The Articles of Incorporation of Tyler's Toys, Inc., may be amended upon a majority vote of the then-existing Board of Directors, and such amended Articles of Incorporation may be adopted by a majority vote of the then-existing Board of Directors.

**ARTICLE XI**  
**Dissolution of the Corporation**

Upon the dissolution of Tyler's Toys, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Nassau County, Florida, in which the principal office of Tyler's Toys, Inc., is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation of Tyler's Toys, Inc., have been executed this 22nd day of October, 2015.

By: Rachel Pennewell  
Rachel Pennewell  
President/Secretary

**RE-AFFIRMATION OF ORIGINAL INCORPORATOR**

I am the original incorporator of Tyler's Toys, Inc., and I affirm that the facts stated in these Amended and Restated Articles of Incorporation are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in F.S. §817.155. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> of the calendar year following the formation of this corporation and every year thereafter to maintain "active" status.

By: Rachel Pennewell  
Rachel Pennewell  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I certify that I am familiar with and accept the responsibilities of registered agent.

By: Rachel Pennewell  
Rachel Pennewell  
Registered Agent