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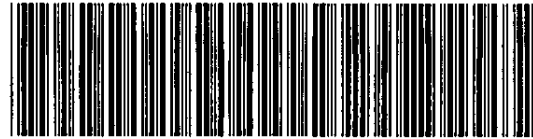
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TO: Amendment Section
Division of Corporations

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NAME OF CORPORATION: Florida Medal of Honor Memorial, Inc.

DOCUMENT NUMBER: N16000001848

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

Please return all correspondence concerning this matter to the following:

John K. McClure

(Name of Contact Person)

McClure & Lobozzo

(Firm/ Company)

211 S. Ridgewood Drive

(Address)

Sebring, Florida 33870

(City/ State and Zip Code)

chiefo@cs.com

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

For further information concerning this matter, please call:

John K. McClure

(863) 402-1888

at

(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:

- | | | | |
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| <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

**ARTICLES OF AMENDMENT AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA MEDAL OF HONOR MEMORIAL, INC.
(a Florida Not For Profit Corporation)**

Document number N16000001848

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby restates its Articles of Incorporation previously filed herewith in their entirety and replaces the same with these Articles of Restatement of Articles of Incorporation, as follows:

ARTICLE 1 – Name

The name of the corporation is FLORIDA MEDAL OF HONOR MEMORIAL, INC. (hereinafter the "Corporation")

ARTICLE 2 – Principal Office and Mailing Address

The street address of the principal office of the Corporation is 7209 S. George Blvd., Sebring, Florida 33875. The mailing address of the principal office of the Corporation is 623 US Hwy 27 N. PMB 16, Sebring, Florida 33870.

ARTICLE 3 – Purpose

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under 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, and without limitation as to other qualified and appropriate activities, to make charitable grants that comply with Internal Revenue Code Section 4945 and are not taxable expenditures as defined in Internal Revenue Code Section 4945.

ARTICLE 4 – Board of Directors

This Corporation initially shall have four (4) Directors. The number of Directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than three (3) or more than ten (10). The method of appointment of Directors shall be as stated in the Bylaws of the Corporation. The names and addresses of the initial Directors of this Corporation are:

Name and Address

HARRY R. OAKLEY, JR.
2454 W. Seville Drive
Avon Park, Florida 33825 US
Chairman

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MICHAEL BORDERS
2860 Briarwood Lane
Sebring, Florida 33875 US
Vice Chairman

BYRON OAKLEY
2350 W. Cavalier Road
Avon Park, Florida 33825 US

BETSY WADDELL
421 Taseschee Drive
Sebring, Florida 33870 US
Treasurer

ARTICLE 5 - Members

This corporation shall initially have no members. All voting powers shall be vested in the Board of Directors. In the event that the Board of Directors deems it necessary or appropriate for this corporation to establish a general membership, then the Board of Directors shall amend the Bylaws to so provide, and to provide for the qualifications, power, authority, and voting rights, if any, of the members. The Board of Directors shall be under no duty or obligation to establish a general membership at any time, and the establishment or non-establishment of such general membership shall be at the sole discretion of the Board of Directors.

ARTICLE 6 - Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the Bylaws of the Corporation. Notwithstanding any other provision of these Articles, this organization 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 the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7 - Incorporator

The name and address of the person signing these Articles of Incorporation is:

HARRY R. OAKLEY, JR.,
Chairman
2454 W. Seville Drive
Avon Park, Florida 33825

ARTICLE 8 - Initial Registered Office and Agent

The initial registered office of the Corporation shall be 7209 S. George Blvd., Sebring, Florida 33875. The initial Registered Agent at such address shall be HARRY R. OAKLEY, JR.

ARTICLE 9 – Duration

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10 – Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE 11 – Bylaws

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE 12 – Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other 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 its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13 – Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in Sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the Board of Directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

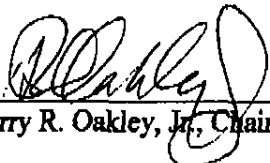
ARTICLE 14 – Avoidance of Private Foundation Taxes

The corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15 – Amendment to Articles

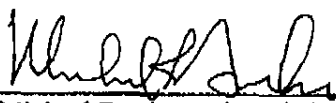
These Articles of Incorporation may be amended by the Board of Directors of the Corporation.

There are no members of this Corporation, and these Articles of Restatement do not contain amendments requiring member approval. These Articles of Amendment and Restated Articles of Incorporation were adopted by the board of directors.



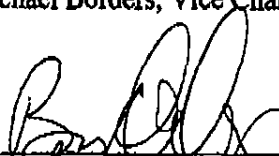
Harry R. Oakley, Jr., Chairman

Date: Oct 2016



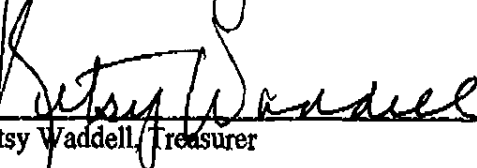
Michael Borders, Vice Chairman

Date: 10/18/2016



Byron Oakley, Junior Vice Chairman

Date: 10/18/2016



Betsy Waddell, Treasurer

Date: 10-18-16