

N16000702896

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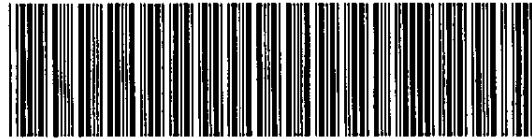
(Business Entity Name)

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Amber Smith
2016
10/14/16

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE ALBERT WILSON FOUNDATION, INC.

DOCUMENT NUMBER: N16000002896

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

Please return all correspondence concerning this matter to the following:

JAMAAL MAY

(Name of Contact Person)

THE ALBERT WILSON FOUNDATION, INC.

(Firm/ Company)

14335 AVALON RESERVE BLVD. APT 303

(Address)

ORLANDO, FLORIDA 32828

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

JAMAAL MAY

(Name of Contact Person)

at (770) 630-3657

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

August 24, 2016

JAMAAL MAY
14335 AVALON RESERVE BLVD.
APT. 303
ORLANDO, FL 32828

SUBJECT: THE ALBERT WILSON FOUNDATION INC
Ref. Number: N16000002896

We have received your document for THE ALBERT WILSON FOUNDATION 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.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 116A00018031



regarding the Restated Articles of Incorporation, with Reference Number N16000002896, we conclude that (1) the restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

If you have any questions or require additional information, feel free to contact us at any time at 786.368.5494.

Thank you,

The Board of Directors for the The Albert Wilson Foundation, Inc.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ALBERT WILSON FOUNDATION, INC.

The Board of Directors of The Albert Wilson Foundation Inc. at a special meeting of the officers and directors of the corporation voted for a complete restatement of the Articles of Incorporation in order to comply with the rules and regulations for a qualified exempt organization as that term is defined under Section 501 of the U.S. Internal Revenue Code, as follows:

ARTICLE I - NAME

The name of this corporation is:

THE ALBERT WILSON FOUNDATION, INC.

ARTICLE II - ADDRESS

The principal address of this corporation is:

**14335 AVALON RESERVE BLVD, APT. 303
ORLANDO, FLORIDA 32828**

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, as more fully set forth

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below, 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 the corresponding section of any future federal tax code.

(a) To provide [or to fund other charitable, 501(c)(3) exempt, organizations to provide]: out of state scholarships to youth who have been/were involved in the foster care system for five years minimum.

(b) To provide [or to fund other charitable, 501(c)(3) exempt, organizations to provide] support to events and activities that promote the well-being of foster children.

(c) To provide [or to fund other charitable, 501(c)(3) exempt, organizations to provide] mentorship to empower our youth to grow into successful adults and in turn continue to help develop loving, compassionate communities.

ARTICLE V - LIMITATIONS ON FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, trustees, 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 the purposes set forth in **Article IV** 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) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles, the corporation 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.

ARTICLE VI - DISSOLUTION/ASSET DISTRIBUTION

Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to 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 of the County in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII - MANAGEMENT

A Board of Directors of at least three (3) members, who shall elect a President, a Vice President, a Secretary and a Treasurer, shall manage the affairs of this not-for-profit corporation. The elected officers, together with such other officers or boards as may be designated in the bylaws of the corporation, shall run the day-to-day operation of the organization. The Board of Directors shall be elected annually by the members of the corporation in a manner prescribed in the bylaws of the corporation.

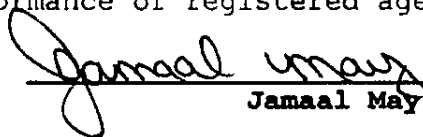
ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

JAMAAL MAY
14335 AVALON RESERVE BLVD. APT 303
ORLANDO, FLORIDA 32828

I hereby accept appointment as registered agent and to

accept service of process for the above named corporation at 14225 Avalon Reserve Blvd., APT 303, Orlando Florida 32828 and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent.


Jamaal May

ARTICLE IX - MEMBERS

The qualifications and manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups. The qualification for membership set forth in the bylaws shall not discriminate on the basis of race, creed or color.

ARTICLE X - INCORPORATOR

The name and address of the original incorporator signing these

Articles was/is:

DAWN WOODRUFF
506 E. 44TH STREET, STE 100
KANSAS CITY, MO 64110

ARTICLE XI - BY-LAWS

The bylaws of this corporation shall be made by the Board of Directors of the corporation, and may only be adopted, altered, rescinded or amended in whole or part, by a majority affirmative vote of the Board at any special meeting where such

action has been announced in the call and notice of said meeting.

ARTICLE XII - AMENDMENT

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any future amendment thereto by a two thirds (2/3) vote of the then members of the Board.

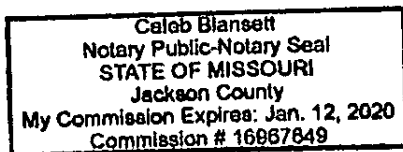
IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this 25th day of May 2016.


DAWN WOODRUFF

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26th day of May, 2016, by DAWN WOODRUFF, who is personally known to me or who has produced US Passport, as identification who did take an oath.



(Seal)

NOTARY PUBLIC:

Sign: 

Print: Caleb Blansett

STATE OF ~~FLORIDA~~ ^{Missouri} AT LARGE

My Commission Expires: 01/12/2020

The date of each amendment(s) adoption: MAY 15, 2016

Effective date if applicable: MAY 15, 2016 *(date of adoption is required)*
(no more than 90 days after amendment file date)

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 05/18/2016

Signature

Jamaal May
(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)

JAMAAL MAY

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)