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DIVISION OF CORPORATIONS  
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Tonkinson Foundation, Inc.

DOCUMENT NUMBER: N 160000 122 65

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

Please return all correspondence concerning this matter to the following:

Irwin M. Frost, Esq.  
(Name of Contact Person)

Friedman & Frost, P.L.  
(Firm/ Company)

1111 Brickell Avenue, Suite 2350  
(Address)

miam: FL 33131  
(City/ State and Zip Code)

irv@friedmanfrost.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sara chong at 305 374-3001  
(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:

- ☒ \$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

2017 APR -4 PM 4: 25

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

THE TONKINSON FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I – NAME

The name of this corporation is:

THE TONKINSON FOUNDATION, INC.

ARTICLE II – STATEMENT OF CORPORATE NATURE

This is a not for profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax law.

ARTICLE III – GENERAL AND SPECIFIC PURPOSES

(a) The specific, primary and sole purposes for which his corporation is formed are to operate for charitable purposes, by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 ( the “Code”) or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation, contributions to which

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Code.

#### ARTICLE IV – TERM AND EFFECTIVE DATE

This corporation shall have a perpetual existence. The Effective Date of these Articles of Incorporation shall be December 23, 2016.

#### ARTICLE V – QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

The corporation shall have a membership distinct from the board of Directors. There shall be three members of the corporation, and they shall consist of the Directors of the foundation.

Only the Directors of the corporation shall qualify as a member of the corporation. A majority vote of the Directors shall determine the manner of admission of members. When a Director leaves the corporation for any reason, the remaining Directors by majority vote shall elect a successor Director and such successor Director shall qualify for membership in the corporation.

#### ARTICLE VI – SUBSCRIBERS

The name and residence address of the Incorporator of this corporation is as follows:

IRWIN M. FROST, 1111 Brickell Avenue, Suite 2350, Miami, Florida 33131

#### ARTICLE VII – LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The principal office for the transaction of the business of this corporation is located at 2398 S. Dixie Highway, Miami, Florida 33133.

(b) The name and address of this corporation's registered agent is IRWIN M. FROST, 1111 Brickell Avenue, Suite 2350, Miami, Florida 33131. This shall also be the corporation's registered office.

#### ARTICLE VIII – MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of Directors. The number of Directors

of the corporation shall be three (3); provided, however, that such number may be changed by a by-law duly adopted by the members.

The Directors named herein as the first board of Directors shall hold office until the first meeting of members, to be held on January 18, 2017, at three o'clock p.m., at 2398 S. Dixie Highway, Miami, Florida 33133.

The manner of election of the board of Directors shall be as stated in the By-Laws.

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorizes the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of Directors are as follows:

RICHARD TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133

MARGARITA TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133

STEVEN TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133

b. Corporate Officers. The board of Directors shall elect the following officers: President, Treasurer and Secretary, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of Directors. Until such election is held, the following persons shall serve as corporate officers:

RICHARD TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133, President

MARGARITA TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133, Secretary

STEVEN TONKINSON, 2389 S. Dixie Highway, Miami, Florida 33133, Treasurer

#### ARTICLE IX – BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the board of Directors, adopted by a majority.

#### ARTICLE X – NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificate of Stock or declare dividends. No part of its earnings shall inure to the benefit of, or be distributed to, any member, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article III.

#### ARTICLE XI – PROHIBITION OF CERTAIN ACTIVITIES

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE XII – DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

### ARTICLE XIII – AMENDMENT OF ARTICLES

Amendments to those Articles of Incorporation may be proposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of a majority of members of the corporation.

### ARTICLE XIV – FEDERAL INCOME TAX

This Corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

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

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

c) The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

f) The Corporation will admit students of any race, color, national and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It will not discriminate in any method on the basis of race, color, national and ethnic origin to administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

g) The Corporation will acquire, either by gift, grant, purchase, devise or bequest, and will hold, own, manage, sell grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated,

to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Directors, to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the Directors.

h) Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501 (c) (3) of the Internal Revenue Code.

i) And in general, to possess and exercise all rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

I, the undersigned, being the President of this corporation, have executed these Amended and Restated Articles of Incorporation on 3/29, 2017.

By: Richard Tonkinson  
Richard Tonkinson, President



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 3/29/17

Signature Richard Tonkinson  
(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)

Richard Tonkinson  
(Typed or printed name of person signing)

President  
(Title of person signing)