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## **COVER LETTER**

**TO:** Amendment Section Division of Corporations

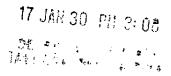
Bluefin Philanthropic Fund, Inc. NAME OF CORPORATION:				
	N17000000832			
DOCUMENT NUMBER:				·
The enclosed Articles of Am	nendment and fee are subm	nitted for filing.		
Please return all corresponde	ence concerning this matter	r to the following:		
Brian Russell				
		(Name of Contact Pe	rson)	
Bluefin Philanthropic Fund,	Inc.			
		(Firm/ Company	')	
3201 Sawgrass Village Circ	le			
		(Address)		
Ponte Vedra Beach, FL 320	82			
	(	(City/ State and Zip (	Code)	
brian.russell@bluefininvest	.com			
Е	-mail address: (to be used	for future annual rep	ort notification	1)
For further information conc	erning this matter, please of	call:		
Brian Russell		at	904·	834-3309
	(Name of Contact Person)			(Daytime Telephone Number)
Enclosed is a check for the f	ollowing amount made pay	yable to the Florida [	Department of S	State:
□ \$35 Filing Fee	□\$43.75 Filing Fee & Certificate of Status	□\$43.75 Filing Fee Certified Copy (Additional copy is enclosed)	Certifi Certifi	0 Filing Fee icate of Status ied Copy tional Copy is osed)
Mailing Address		Street Address		

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BLUEFIN PHILANTHROPIC FUND, INC.



Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

## <u>ARTICLE I</u>

#### **NAME**

The name of the corporation is: Bluefin Philanthropic Fund, Inc. (hereinafter referred to as the "Corporation").

## **ARTICLE II**

#### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation will be 3201 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082

## **ARTICLE III**

#### **PURPOSE**

- A) Bluefin Philanthropic Fund, Inc. is organized exclusively for charitable and educational 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 the corresponding section of any future federal tax code.
- B) In fulfilling its philanthropic mission, the Corporation is established to administer a donor-advised fund to accept charitable contributions from donors, pool such contributions for investment management and administrative purposes, and make distributions to tax-exempt or other qualifying organizations under the Internal Revenue Code of 1986, as amended.
- C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in the purpose clause 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.

- D) Notwithstanding any other provision of these 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.
- E) The Corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable and educational purposes. No part of the receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
- F) Upon termination or 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 of 1986, 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 of the county in which the principal office of the corporation is then 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.

#### **ARTICLE IV**

#### BYLAWS

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws or this Articles of Incorporation.

#### **ARTICLE V**

#### **BOARD OF DIRECTORS**

The corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have three (3) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

**Brian Russell** 

3201 Sawgrass Village Circle

Ponte Vedra Beach, FL 32082

Thomas Ketterer

3201 Sawgrass Village Circle

Ponte Vedra Beach, FL 32082

Margaret Ketterer

3201 Sawgrass Village Circle

Ponte Vedra Beach, FL 32082

## **ARTICLE VI**

**DURATION** 

The period of Corporation's duration is perpetual

## **ARTICLE VII**

**MEMBERS** 

The corporation shall not have members.

### **ARTICLE VIII**

#### **INCORPORATOR**

The name and address of the incorporator of the Corporation is: Brian Russell, 3201 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082.

### **ARTICLE X**

#### **EFFECTIVE DATE**

In witness whereof, we have hereunto subscribed our names this 24 day of January, 2017.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Brian Russell Incorporator Date

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is:

BLUEFIN PHILANTHROPIC FUND, INC.

2. The name and address of the registered agent and office is:

BRIAN RUSSELL 3201 SAWGRASS VILLAGE CIRCLE PONTE VEDRA BEACH, FL 32082

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:

Brian Russell

Registered Agent

Date

The restatement was adopted by the board of directors and does not contain any amendments requiring approval.

Brian Russell

Date