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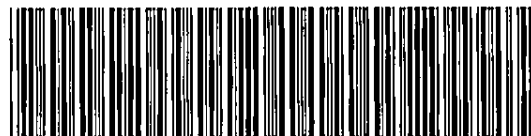
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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FROM CRADLE TO COLLEGE FOUND

Signature _____

Requested by: SETH

03/28/22

Name _____

Date _____

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____ Art of Inc. File _____
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____ UCC 11 Retrieval _____
____ Courier _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FROM CRADLE TO COLLEGE FOUNDATION, INC.
A Florida Not For Profit Corporation**

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates its Articles of Incorporation in their entirety to read as follows:

**ARTICLE 1
CORPORATE NAME AND DURATION**

1. The name of the corporation shall be **FROM CRADLE TO COLLEGE FOUNDATION, INC.**, by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. From Cradle to College Foundation, Inc. may hereinafter be referred to as the "Foundation."

2. The corporate existence of this Foundation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

3. The principal office and place of business of the Foundation shall be located at 525 7th Avenue West #2, Palmetto, Florida, 34221, although the Foundation may maintain offices elsewhere.

**ARTICLE 2
PURPOSE**

The purpose of which the Foundation is organized is to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"). The Foundation shall have all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act to effectuate its purposes.

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the Foundation 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 herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, other otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions

of this Articles, the Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE 3 MEMBERS

The Foundation shall have no members.

ARTICLE 4 BOARD OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors of the Foundation of not less than three (3) members and no more than a number as set pursuant to the Bylaws of the Foundation. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Foundation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Foundation. The Board of Directors shall initially consist of the following individuals:

Linda Guritz
525 7th Ave W, #2
Palmetto, FL 34221

Diana Dill
525 7th Ave W, #2
Palmetto, FL 34221

Rachel Quinn
525 7th Ave W, #2
Palmetto, FL 34221

Marc Gilner
525 7th Ave W, #2
Palmetto, FL 34221

Dianne Kopczynski
525 7th Ave W, #2
Palmetto, FL 34221

Howard Veltz
525 7th Ave W, #2
Palmetto, FL 34221

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**ARTICLE 5
AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended only by the approval of a majority of the Board of Directors at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

**ARTICLE 6
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a Director or Officer of this Foundation shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Foundation whether or not he/she continues to be a Director or Officer of this Foundation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Foundation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The Foundation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

**ARTICLE 7
DISSOLUTION**

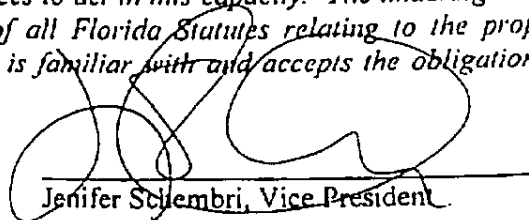
Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Director for the exclusive use and benefit of the of a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Foundation, none of the assets shall be distributed to any Director or Officer of the Foundation.

**ARTICLE 8
REGISTERED AGENT, REGISTERED OFFICE AND
REGISTERED AGENT ACCEPTANCE**

The name and address of the registered agent of the Foundation is:

Blalock Walters, P.A.
802 11th Street West
Bradenton, Florida 34205

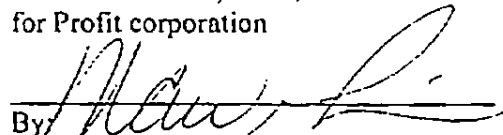
Having been named as registered agent and to accept service of process for the above stated Foundation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.


Jenifer Schembri, Vice President

The foregoing Amended and Restated Articles of Incorporation were approved and ratified by the requisite number of votes cast by the Foundation's Board of Directors at a meeting held on March 18, 2022 in accordance with Chapter 617 of the Florida Statutes and the Foundation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective March 23, 2022.

**FROM CRADLE TO COLLEGE
FOUNDATION, INC.**, a Florida Not
for Profit corporation

By 
Marc Gilner, Chair of the Board

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