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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE JACKSONVILLE ICEMEN FOUNDATION, INC.

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**CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JACKSONVILLE ICEMEN FOUNDATION, INC.**

The undersigned, on behalf of **THE JACKSONVILLE ICEMEN FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the Corporation is **THE JACKSONVILLE ICEMEN FOUNDATION, INC.**

2. The original charter of the Corporation was made of record with the State of Florida on September 25, 2017 (the "Original Articles").

3. The restatement attached hereto as Exhibit A (the "Restated Articles") contains amendments that do not require member approval. The board of directors of the Corporation, by a number of votes cast sufficient for approval, adopted and approved the Restated Articles on December 23, 2019.

4. The duly adopted Restated Articles shall supersede the Original Articles and all amendments thereto.

5. The Restated Articles shall be effective on the date filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being duly authorized, has caused this certificate to be executed on behalf of the Corporation this 23rd day of December, 2019.

**THE JACKSONVILLE ICEMEN
FOUNDATION, INC.**

By: 

Robert Ohrablo, Executive Director

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EXHIBIT A

(See Attached)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JACKSONVILLE ICEMEN FOUNDATION, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

- (a) The name of this corporation (the "Corporation") shall be: THE JACKSONVILLE ICEMEN FOUNDATION, Inc.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Corporation will be located at 4130 Salisbury Road, Unit 1340, Jacksonville, Florida 32216, or at such other address as may be determined by the Board of Directors.
- (d) The resident agent of the Corporation is Robert Ohrablo, whose office address is 4130 Salisbury Road, Unit 1340, Jacksonville, Florida 32216.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law, including, without limitation:
 - (i) to prevent and reduce homelessness through advocacy, housing, job training, employment and working in partnership with the community; and
 - (iv) to make distributions to organizations that qualify as exempt organizations as defined in Section 501(c)(3) of the Code.
- (b) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no member, director, officer, or any private

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individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 or in opposition of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE IV MEMBERSHIP

The Corporation shall have no members.

ARTICLE V DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the

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Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Amended and Restated Articles of Incorporation. Subject to the terms and conditions of the Bylaws then in effect, the Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VII LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;
- (d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and
- (e) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended by the Board of Directors from time to time.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, has executed these Amended and Restated Articles of Incorporation this 23rd day of December, 2019.

**THE JACKSONVILLE ICEMEN
FOUNDATION, INC.**

By: 

Robert Ohrablo, Executive Director

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