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Name:	GRANDVISION USA CHARITABLE FOUNDATION INC.
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Thank you!

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRANDVISION USA CHARITABLE FOUNDATION INC.**

FLORIDA DOCUMENT NO. N17000011789

GrandVision USA Charitable Foundation Inc., a Not for Profit Corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is GrandVision USA Charitable Foundation Inc. (the "Corporation").
2. The Corporation's Articles of Incorporation are amended and restated in their entirety as set forth in the Amended and Restated Articles of Incorporation set forth below (the "Restated Articles of Incorporation") effective as of March 1, 2018 at 9 a.m. in accordance with Sections 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act (the "Act").
3. The Restated Articles of Incorporation were duly adopted and approved by the Corporation's board of directors on January 22, 2018 in accordance with Section 617.1002 of the Act and the number of votes cast thereon by the directors was sufficient for approval.
4. The Restated Articles of Incorporation supersede the Corporation's Articles of Incorporation and amendments thereto in their entirety.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRANDVISION USA CHARITABLE FOUNDATION INC.**

**ARTICLE I
NAME**

The name of the corporation is:

GrandVision USA Charitable Foundation Inc.

**ARTICLE II
PRINCIPAL BUSINESS ADDRESS AND MAILING ADDRESS**

The principal place of business address and mailing address is:

3601 SW 160th Avenue
Suite 400
Miramar, Florida 33027

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**ARTICLE III
PURPOSE**

The purpose of the Corporation is exclusively charitable under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended (the "Code").

**ARTICLE IV
APPOINTMENT OF DIRECTORS**

The manner in which directors are elected or appointed is as provided for in the Bylaws.

**ARTICLE V
REGISTERED AGENT**

The name and street address of the registered agent is:

Rhonda S. Polk
3601 SW 160th Avenue
Suite 400
Miramar, Florida 33027

**ARTICLES VI
OFFICERS OF THE CORPORATION**

The initial officers of the Corporation are:

Title: President
Jose Costa
3601 SW 160th Avenue
Suite 400
Miramar, Florida 33027

Title: Treasurer
James Cline
3601 SW 160th Avenue
Suite 400
Miramar, Florida 33027

Title: Vice President
Vijay Guyah
3601 SW 160th Avenue
Suite 400
Miramar, Florida 33027

Title: Secretary
Rhonda S. Polk
3601 SW 160th Ave
Suite 400
Miramar, FL 33027

ARTICLE VII RESTRICTIONS ON ACTIVITIES

A. No director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

B. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, or other private person, 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 these articles of incorporation.

C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VIII DISSOLUTION

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Code, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

ARTICLE IX AMENDMENT

Any amendment to these articles of incorporation may be adopted by approval of two thirds (2/3) of the board of directors.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation on the 5th day of February, 2018.

GRANDVISION USA CHARITABLE
FOUNDATION INC.

By: 

Print: _____

Its: President

By: 

Print: _____

Its: Treasurer