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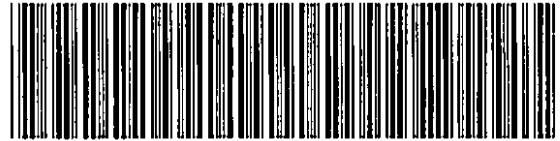
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SECRETARY OF STATE
TALLAHASSEE, FL

C. GOLDEN

AUG 13 2018



SILVIS, AMBROSE, LINDQUIST & COCH, P.C.

Attorneys at Law

P.O. Box 1557

220 S. HASSELL STREET

THOMASVILLE, GEORGIA 31799-1557

TEL (229) 228-9999

FAX (229) 228-7586

FAX (229) 226-9350

www.silvis-ambrose.com

* DOUGLAS K. SILVIS, J.D.

* CHRIS E. AMBROSE, J.D.

** BENJAMIN L. LINDQUIST, J.D.

* AARON J. COCH, J.D.

Via FedEx

August 9, 2018

Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing of Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc.
Our File No. 9358.1

To Whom It May Concern,

Please find the following enclosed:

1. Original, Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc.; and
2. A check in the amount of \$61.25 made payable to the Florida Department of State. Please note, \$35.00 is to be applied toward the filing fee and the remaining \$26.25 is to be applied toward one Certificate of Good Standing and two sets of Certified Articles.

A first class self-addressed, stamped envelope is enclosed for your use in returning one (1) Certificate of Good Standing and two (2) sets of Certified Articles.

Thank you for your assistance with this matter, and please do not hesitate to contact our office with any questions.

Sincerely,

SILVIS, AMBROSE, LINDQUIST & COCH, P.C.

Christina Ambrose, Legal Assistant to
Attorney Aaron J. Coch

Enclosures as cited above.

FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WELLSPRING FOUNDATION, INC.**

2018 AUG 10 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, for the purpose of filing Articles of Amendment for Wellspring Foundation, Inc., a nonprofit corporation formed pursuant to the Florida Nonprofit Corporation Code, hereby adopt the following Amended and Restated Articles of Incorporation ("Articles"):

Article One – Name

The name of the Corporation shall be Wellspring Foundation, Inc. (sometimes hereinafter the "Corporation").

Article Two – Organizational Jurisdiction

The Corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code (Chapter 617, Florida Statutes) and other related laws of the State of Florida.

Article Three – Address

The initial physical address, principal place of business and mailing address of this Corporation shall be as follows:

Wellspring Foundation, Inc.,
c/o Silvis, Ambrose, Lindquist & Coch, PC – Attn. Aaron Coch
220 South Hansell Street
Thomasville, GA 31792

Article Four – Duration

The Corporation shall have perpetual duration.

Article Five – Charitable and Non-Profit Purposes

A. Nonprofit / Tax Exempt Purposes: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future federal tax code or United States Revenue Law, including, for such purposes, the making of

Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc.

distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future United States Revenue Law.

B. Prohibited Activities: Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by:

1. A corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, or
2. A corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code or the corresponding provisions of any future United States Revenue Law.

C. As long as the Corporation operates as a Private Foundation as defined in Section 509(a) of the of the current United States Internal Revenue Code or the corresponding provision of any future federal tax code, the Corporation shall comply with Section 617.0835 of the Florida Statutes. Unless otherwise determined by a court of competent jurisdiction in accordance with Section 617.0835(4) of the Florida Statutes, the Corporation shall, during the period it is a "private foundation" as defined in section 509, distribute, for the purposes specified in its articles of incorporation or organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by s. 4942(a), and the Corporation may not:

1. Engage in any act of "self-dealing," as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a);
2. Retain any "excess business holdings," as defined in s. 4943(c), which would give rise to any liability for the tax imposed by s. 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s. 4944, so as to give rise to any liability for the tax imposed by s. 4944(a); and
4. Make any "taxable expenditures," as defined in s. 4945(d), which would give rise to any liability for the tax imposed by s. 4945(a).

*Unless specifically designated as a section of the Florida Statutes, the section references in (C) above refer to the United States Internal Revenue Code of 1986, as amended, including the corresponding provision of any future federal tax code.

D. 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 any political campaign on behalf of any candidate for public office.

E. The Corporation does not contemplate pecuniary gain or benefit to the individual directors, officers or any future members, if any. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other private

persons, and no director, officer, member or other private persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

F. The specific purpose of the Corporation is to provide a private vehicle for the Board to make charitable contributions, gifts and grants to other organizations formed exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future federal tax code or United States Revenue Law.

Article Six – Director Governance

A. The affairs of the Corporation shall be managed by a Board of Directors (sometimes hereinafter the “Board”). Unless or until amended, the Board shall be constituted as follows:

1. The Board shall have not more than five (5) directors.
2. Initially the Board shall have three (3) directors [identified by last name, first name and middle initial]: Williams, Mark E.; Williams, Laura M. and Williams, Dylan P.
3. The initial Board members shall serve indefinitely, until they resign, retire or are removed for cause, subject to the unanimous vote of all other directors, whichever occurs first.
4. Future at-large members of the Board, and their terms of service, shall be determined by the majority vote of the Board.
5. The Board shall be a self-perpetuating body.
6. The classification and number of directors, the manner of their selection, and any limitations on the length or terms of their service shall not conflict with these Articles, but may be determined in Bylaws or Resolutions adopted by the Board.
7. There shall always be a minimum of three (3) Directors (subject to temporary vacancies).
8. Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director or, if the vacancy is not so filled or if no director remains, by the members (if any) or by Silvis, Ambrose, Lindquist & Coch, P.C., or on the application of any person, by the circuit court of the county where the registered office of the Corporation is located.

B. The Corporation shall not have a general membership, but the Directors may create categories of partners or sponsors who may sometimes be referred to as members, but will not have any governing authority by reason of such status. Any duties required by law to be performed by a membership will be performed by the Board of Directors.

C. The Directors may, but are not required to, establish classifications of churches, organizations and individuals, as partners or advisors.

D. The Directors shall not be personally liable for any of the corporate debts unless they individually sign as surety for such debts. The Corporation will indemnify board members and officers against liability for good faith actions in behalf of the Corporation.

E. A simple majority of the Board of Directors shall constitute a quorum. Unless otherwise indicated in any amendment or future bylaws, a simple majority of the Board of Directors shall be necessary to constitute a quorum for votes to modify or amend the Articles of Incorporation or Bylaws of the Corporation. Any amendment to the Articles shall only be effective after approved by vote of the Directors at a meeting duly called for the stated purpose of modification of or amendment to the Articles of Incorporation, written notice having been given to, or in writing waived by, each existing member of the Board of Directors.

F. The initial members of the Board of Directors may only be impeached and removed from office for cause by the affirmative unanimous vote of all other directors. Any future at large members of the Board of Directors may be removed from office with or without cause by a majority of all votes of the directors (excluding any director or directors who are the subject of any impeachment action if any action is pending), if the director was elected or appointed by the directors.

G. The Corporation shall be authorized and empowered to pay reasonable compensation for any services rendered and to make payments and distributions in furtherance of its non-profit purposes. Any compensation paid shall be based only on the fair market value of the services rendered to the Corporation. If any compensation is paid to a member of the Board of Directors, such payment shall be made only after approval by a majority of all disinterested members of the Board of Directors.

Article Seven – Officers

A. The daily affairs of the Corporation shall be managed by the Corporation's officers. The Corporation shall at all times have a President (CEO), a Vice President, a Secretary and a Treasurer (CFO).

B. The following person(s) [identified by last name, first name] shall serve as initial officers of the Corporation, until their successors are elected by simple majority the Board:

President:	Williams, Mark E.
Vice President:	Williams, Laura M.
Secretary / Treasurer:	Williams, Dylan P.

C. Each officer shall have the duties and powers generally associated with his or her office title.

Article Eight - Tax Exempt Nonprofit Powers

The powers conferred upon the Corporation are all those powers conferred by the Florida Nonprofit Corporation Code, subject to any limitations or prohibitions provided in these Articles to ensure eligibility for recognition of tax exempt status under the U.S. Internal Revenue Code.

Article Nine - Registered Office and Agent and Consent

The street address and mailing address and county of the initial registered office and the name of the initial registered agent at that office are as follows:

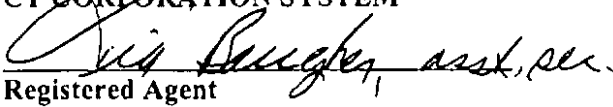
Registered Agent: CT Corporation System

Registered Office: 1200 South Pine Island Boulevard
Plantation, Broward County, Florida 33324

Having been named as registered agent to accept service of process for the above stated Corporation at the place designed in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity effective this 8 day of August, 2018.

CT CORPORATION SYSTEM

By:


Registered Agent
1200 South Pine Island Boulevard
Plantation, FL 33324

Article Ten – Dissolution Consistent with Tax Exempt Status

A. In the event of dissolution of the Corporation, the last remaining Director or Directors will adopt a plan of complete liquidation pursuant to Florida law and the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt from federal income taxation as organizations described in Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code in effect in the year of incorporation or its corresponding or successor provisions in any succeeding United States Revenue Law.

B. In the event of a total vacancy of the Board of Directors at the time of dissolution of the Corporation, Silvis, Ambrose, Lindquist & Coch, P.C., may adopt, for the Corporation, a plan of complete liquidation pursuant to Florida law and the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt from federal income taxation as organizations described in Sections 501(c)(3) and 170(c)(2) of the United States Internal Revenue Code in effect in the year of incorporation or its corresponding or successor provisions in any succeeding United States Revenue Law.

C. Any such assets not disposed of by the Corporation prior to dissolution, shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, in such manner that the assets be used exclusively for such nonprofit purposes. A court may act upon motion or action brought by any former director or officer of the Corporation, provided, however, that said assets shall be used exclusively for activities that are charitable, scientific, literary, educational or religious within the meaning of Section 501(c)(3) of the current United States Internal Revenue Code or the corresponding provision of any future United States Revenue Law in effect at that time.

Article Eleven – Bylaws

A. The Board of Directors may, by simple majority vote, adopt Bylaws. The Board of Directors may by simple majority vote, unless greater restrictions are imposed by the Bylaws adopted, amend the Bylaws of the Corporation.

B. The Bylaws shall be, at all times, subject to and deemed amended to read in a manner consistent with these Articles, as amended.

C. Unless or until the Board votes to enact Bylaws, these Articles of Incorporation shall fully govern the corporation. Any officer may certify that no Bylaws have been enacted.

Article Twelve – Incorporator

The incorporator of the Corporation is: Mark E. Williams, 227 Wisteria Road, St. Augustine, FL 32086.

Article Thirteen – Conflict of Interest Policy

A. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, including any conflict of interest transaction as defined in Section 496.4055 Florida Statutes, the affected person shall:

1. Fully disclose the nature of the interest; and

Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc.

2. Withdraw from discussion, lobbying, and voting on the matter.

B. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so.

C. The minutes of meetings at which votes are taken on any matter involving a potential conflict of interest, shall record the issue deliberated, and the disclosure, abstention and rationale for approval, if approved.

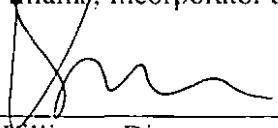
Article Fourteen – Authority for Amendment to Articles

These Amended and Restated Articles were unanimously approved and adopted by all of the members of the Board of Directors of the Corporation at a meeting called and held on August 2, 2018. The corporation has no members. These Amended and Restated Articles do not amend the incorporator, the officers, directors, registered agent or the name of the corporation as designated in the initial Articles.

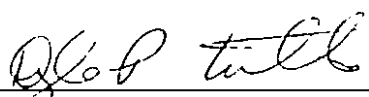
In witness whereof, the undersigned initial incorporator and each of the three (3) members of the Board of Directors of the corporation have executed these Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc. this 8th day of August, 2018.



Mark E. Williams, Incorporator and Director (L.S.)



Laura M. Williams, Director (L.S.)



Dylan P. Williams, Director (L.S.)

Please Return Certificate of Incorporation To
and Address Any Questions To:

SILVIS, AMBROSE, LINDQUIST & COCH, P. C.
Attn: Aaron Coch
Attorneys for the Incorporators
P. O. Box 1557
Thomasville, GA 31799
Telephone (229) 228-9999
Facsimile (229) 226-9350

Amended and Restated Articles of Incorporation of Wellspring Foundation, Inc.