

N180000002960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

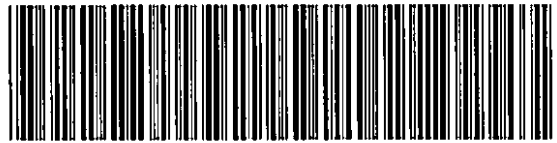
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700317080467

2018 AUG 17 PM 1:06

FILED

2018 AUG 17 PM 1:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc/cus  
Amended Restated

AUG 20 2018  
ALBRITTON

**LAW OFFICE OF  
W. MICHAEL PARROTT, PLLC**

5481 SW 60<sup>TH</sup> STREET, SUITE 501, OCALA, FL 34474

P.O. Box 1838, OCALA, FL 34478-1838

TEL: (352) 789-6050 | FAX: (352) 789-6081

August 15, 2018

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation  
Grilled Cheese Foundation, Inc. (Not-for-Profit Florida Corporation)

Dear Sir or Madam:

Please find enclosed the following items, which are being submitted for the above referenced filing:

- Duplicate originals of the Amended and Restated Articles of Incorporation of Grilled Cheese Foundation, Inc., including the statement of the registered agent accepting appointment as registered agent; and
- A check payable to Florida Department of State in the amount of \$52.50 to cover the cost of: (a) filing fee \$35.00; (b) certified copy \$8.75; and (c) certificate of status \$8.75.

Please return all correspondence concerning this matter to the following address:

W. Michael Parrott  
Law Office of W. Michael Parrott, PLLC  
5481 SW 60<sup>th</sup> Street, Suite 501  
Ocala, FL 34474

If you have any questions or if I may be of further assistance, please call me at (352) 789-6050.

Thank you in advance for your cooperation.

Sincerely,



W. Michael Parrott

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GRILLED CHEESE FOUNDATION, INC.**

**A Florida Not-for-Profit Corporation  
Document Number: N18000002960**

Grilled Cheese Foundation, Inc., a Florida not-for-profit corporation, originally organized under the laws of the State of Florida, on March 15, 2018, amends and restates its Articles of Incorporation, pursuant to the provisions of §617.1007, Florida Statutes, as follows:

**ARTICLE I  
NAME**

The name of the corporation is: Grilled Cheese Foundation, Inc.

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the corporation is:

5481 SW 60<sup>th</sup> Street  
Suite 201  
Ocala, Florida 34474

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the corporation is:

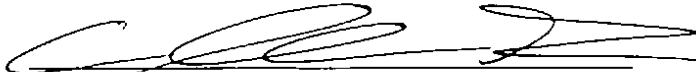
Charisse Rivers Smith  
5481 SW 60<sup>th</sup> Street  
Suite 201  
Ocala, Florida 34474

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with

FILED  
2018 AUG 17 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 15, 2018



Charisse Rivers Smith

#### **ARTICLE IV NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

#### **ARTICLE V NOT FOR PROFIT**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "the Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

#### **ARTICLE VI DURATION**

The duration (term) of the corporation is perpetual.

#### **ARTICLE VII PURPOSES**

The Corporation is organized, and shall be operated exclusively, for charitable and educational purposes in accordance with 26 U.S.C.A. §501(c)(3), and more specifically, to provide for the

personal, educational and developmental needs of impoverished or disadvantaged minors and young adults.

## **ARTICLE VIII**

### **POWERS**

Solely for the above stated purposes, the corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the above stated purposes, for which not-for-profit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.
- C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable to accomplish the purposes of the corporation.

## **ARTICLE IX**

### **LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its directors, officers or members (if the corporation were to ever have any members). However, 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 Article VII (Purposes) of these Articles.

## **ARTICLE X**

### **TAX EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. §509. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. All references in these articles to sections of the Internal Revenue Code

shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE XI**

### **DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for religious, charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine to be consistent, to the extent possible, with the purposes stated in Article VII. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

## **ARTICLE XII**

### **BOARD OF DIRECTORS**

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The Board of Directors of the Corporation consists of the following individuals:

Charisse Rivers Smith  
5481 SW 60th Street, Suite 201  
Ocala, Florida 34474

Elizabeth Hausauer  
625 NE 6<sup>th</sup> Street  
Gainesville, Florida 32601

Greg Dinetz  
8310 South Valley Highway, Suite 300  
Englewood, Colorado 80112

### **ARTICLE XIII OFFICERS**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

The officers of the Corporation are the following individuals:

Charisse Rivers Smith – President

Elizabeth Hausauer – Vice President and Treasurer

Greg Dinetz – Secretary

### **ARTICLE XIV BYLAWS**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

### **ARTICLE XV AMENDMENT**

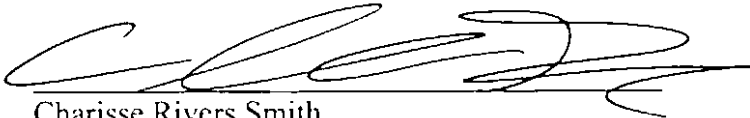
The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

### **ARTICLE XVI INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

The amendments to these Articles of Incorporation were adopted by the board of directors. There are no members of the Corporation, and therefore, there are no members entitled to vote on such amendments.

Dated: August 15, 2018

A handwritten signature in black ink, appearing to read 'Charisse Rivers Smith', with a horizontal line drawn through the middle of the signature.

Charisse Rivers Smith  
Chairperson, Board of Directors