

2/17/2020

Division of Corporations

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROMISE FUND OF FLORIDA, INC.

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February 24, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GUNSTER YOAKLEY & STEWART

SUBJECT: PROMISE FUND OF FLORIDA, INC.
REF: N18000004846

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III
Amendment Section

FAX Aud. #: H20000053470
Letter Number: 220A00004021

**ARTICLES OF RESTATEMENT
OF
PROMISE FUND OF FLORIDA, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: PROMISE FUND OF FLORIDA, INC.
2. The text of the Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: PROMISE FUND OF FLORIDA, INC.
2. The date of filing of the Corporation's original articles of incorporation was May 3, 2018, and its Document Number is N18000004846.
3. These Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) were duly adopted by the board of directors of the Corporation by Written Consent effective October 31, 2019. There are no members of the Corporation entitled to vote.

Executed as of the 31st day of October, 2019.

PROMISE FUND OF FLORIDA,
INC., a Florida not for profit corporation

/s/ David Brodsky

By: _____
Name: David Brodsky
Title: Vice President

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
PROMISE FUND OF FLORIDA, INC.
(A Florida Not For Profit Corporation)**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: **PROMISE FUND OF FLORIDA, INC.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 211 Via Torrey, Palm Beach, Florida 33480.

**ARTICLE III
PURPOSES AND RESTRICTIONS**

(a) The Corporation is organized to meet the needs of women in Florida at high risk for breast and cervical cancer who lack accessible and affordable health care; and to address disparities and health care inequities faced by at-risk Florida women, by providing them with qualified navigators who can facilitate both diagnosis and treatment at qualified, local, health facilities, to help reduce death and improve outcomes from these cancers. The Corporation is not-for-profit and is organized and shall be operated exclusively for the charitable, purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

(b) No part of the earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

(c) The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

(e) The Corporation shall not discriminate, or permit discrimination by its officers, employees or agents, on the basis of race, color, religion, age, sex, sexual orientation or national origin.

(f) In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation," in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

(g) Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. In making such determination, the Board of Directors shall give preference to organizations committed to accessible healthcare.

ARTICLE IV ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the registered agent are:

United States Corporation Agents, Inc.
13302 Winding Oaks Boulevard, Suite A
Tampa, Florida 33612

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IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Amended and Restated Articles of Incorporation as of the 30th day of OCTOBER, 2019.

PROMISE FUND OF FLORIDA, INC.

By: [Signature]
Name: DAVID BEARSKY
Title: SECRETARY

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STATE OF FLORIDA

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