

Division of Corporations

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THE CALLAHAN FAMILY FOUNDATION, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

THE CALLAHAN FAMILY FOUNDATION, INC.

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is The Callahan Family Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 1231 Via Salerno, Winter Park, FL 32789, and the mailing address of the Corporation is 1231 Via Salerno, Winter Park, FL 32789.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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(b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - MEMBERS

The initial member of the Corporation shall be W. Scott Callahan. Additional persons may be approved for membership in the manner provided in the Bylaws of the Corporation. A membership interest in the Corporation is not transferable.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Scott Callahan	1231 Via Salerno Winter Park, FL 32789
Rachel S. Callahan	1231 Via Salerno Winter Park, FL 32789

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Michael J. Furbush

420 S. Orange Ave., Suite 700
Orlando, FL 32801**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 1231 Via Salerno, Winter Park, Florida 32789, and the name of the registered agent of the Corporation at that address is W. Scott Callahan. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
W. Scott Callahan	1231 Via Salerno Winter Park, FL 32789

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of its original Articles of Incorporation with the Secretary of State.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in

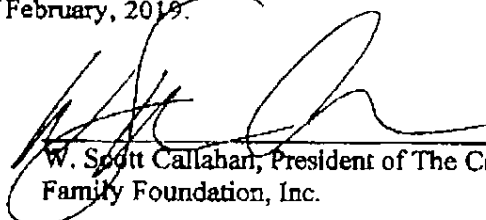
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which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, only by a vote of the members.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 9th day of February, 2019.


W. Scott Callahan, President of The Callahan
Family Foundation, Inc.

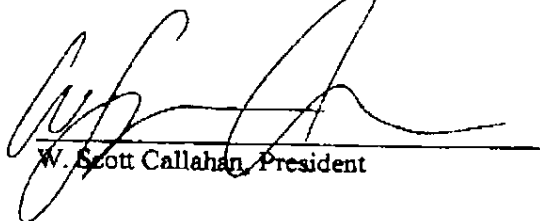
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**CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

1. The Amended and Restated Articles of Incorporation of The Callahan Family Foundation, Inc. contain amendments to the Articles of Incorporation that require member approval.

2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on February 9, 2019, and the number of votes cast for the amendment was sufficient for approval.



W. Scott Callahan, President

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