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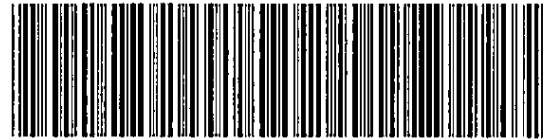
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C. GOLDEN

FEB 13 2020

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¹Board Certified Elder Law Attorney

January 11, 2020

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Incorporation -
Blue Green Foundation Inc.**

To whom it may concern:

Enclosed for filing is an original Amended and Restated Articles of Incorporation, as well as this firm's check in the amount of \$43.75, in payment of the filing fee and for a Certificate of Status to be returned to this office.

Thank you for your assistance. Please contact me should you have any questions or require additional information/documentation.

Sincerely,



Sherry B. Nieder,
Paralegal to H. Adam Airth, Jr., LL.M.

/sbn
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLUE GREEN FOUNDATION INC.
Document Number: N1900009217**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopt and submit these Amended and Restated Articles of Incorporation for the purpose of amending and restating, in full, the Articles of Incorporation originally filed with the Secretary of State on September 3, 2019:

ARTICLE I.

The name of this Corporation is:

BLUE GREEN FOUNDATION INC.

ARTICLE II.

The initial street address of the principal office of the Corporation is 1158 1st Street South, Winter Haven, Florida 33880. The initial mailing address of the Corporation is 1142 1st Street South, Winter Haven, Florida 33880.

ARTICLE III.

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Tax Code. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Tax Code, or

(b) by a corporation whose contributors are entitled to deduct their contribution under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Tax Code.

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 and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in 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.

More specifically, this is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Sec 501(c)(3) IRC. Its specific purpose is to provide financial and other support to county and local law enforcement agencies within Polk County, Florida. No part of its net earnings, assets, or benefits shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except for payment of reasonable compensation for services rendered and payments and distributions in furtherance of its purpose.

ARTICLE IV.

The Corporation shall have the power to:

- (a) hold assets in its name;
- (b) sue and be sued and appear and defend in all actions and proceedings to the same extent as a natural person;
- (c) adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "not for profit corporation";
- (d) elect or appoint such directors, officers and agents as its affairs shall require;
- (e) adopt, change or amend its by-laws in any manner not inconsistent with applicable law, these Articles of Incorporation or its status as a charitable entity for federal income tax purposes;
- (f) increase or decrease, by a vote of its directors, in the manner described in the bylaws, the number of its directors so long as the number of serving directors shall not be less than three (3) but may be any number in excess thereof up to a maximum of twelve (12);
- (g) enter into contracts and incur liabilities, borrow money at such rates of interest as the officers or the directors of the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its assets, franchises, or income;
- (h) conduct its affairs, carry on its operations, have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country;
- (I) purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, manage, improve, use, transfer, sell, convey, mortgage, pledge, exchange, dispose or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(j) acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

(k) make donations, contributions or expenditures for the public welfare, religious, charitable, scientific, education, or other similar purposes; and

(l) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Notwithstanding the foregoing, the Corporation is prohibited from and shall not:

(1) engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(2) retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a); or

(4) make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a).

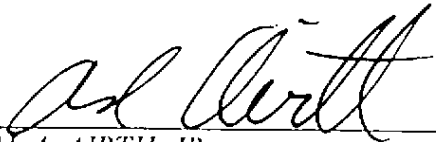
ARTICLE V.

The Corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI.

The name and address of its initial Registered Agent in Florida is HAL A. AIRTH, JR., located at 500 South Florida Avenue, Suite 300, Lakeland, Florida 33801.

Having been named as registered agent to accept service of process for this Corporation at the place designated above, I confirm that I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity for the Corporation.



HAL A. AIRTH, JR.
Registered Agent

ARTICLE VII.

This Corporation shall have three (3) directors initially. The initial directors shall be:

RENEE BUTLER
1142 1st Street South
Winter Haven, Florida 33880

DAVID H. THORNTON
123 Jardin Lane
Winter Haven, Florida 33884

KAZIE L. FARMER
649 Honeyfarm Lane
Auburndale, Florida 33823

Directors shall be elected or appointed to the Board of Directors in the manner described in the bylaws. Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VIII.

(a) The initial officers of this Corporation shall consist of a President, Vice President and Secretary, and such other officers as may be provided for in the by-laws adopted by the Corporation and as amended from time to time.

(b) The officers shall be elected as provided for in the by-laws adopted by the Corporation and as amended from time to time.

(c) The names and addresses of those individuals who shall serve as the initial officers of the Corporation until the first meeting of the Corporation are as follows:

RENEE BUTLER 1142 1 st Street South Winter Haven, Florida 33880	President and Treasurer
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DAVID H. THORNTON 123 Jardin Lane Winter Haven, Florida 33884	Vice President
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KAZIE L. FARMER 649 Honeyfarm Lane Auburndale, Florida 33823	Secretary
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ARTICLE IX.

No officer and no member of the Board of Directors of this Corporation shall receive any compensation for their services as a member of the Board of Directors; provided, however, that they may be reimbursed for actual expenses incurred on behalf of this Corporation, if such reimbursement is authorized by the Board of Directors.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt entities within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Tax Code, or shall be distributed to one or more federal state, or local government or an agency thereof for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine in accordance with the foregoing guidelines.


ARTICLE X.

The name and street address of the incorporator to these Articles of Incorporation is HAL A. AIRTH, JR., 500 South Florida Avenue, Suite 300, Lakeland, Florida 33801. The incorporator of these Articles of Incorporation hereby assigns to the Board of Directors of this Corporation any and all of his rights to constitute a corporation.

ARTICLE XI.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. These Articles may be amended with the approval by the Board of Directors, in any manner permitted by Florida law and the Corporation's bylaws.

IN WITNESS WHEREOF, the foregoing amendment and restatement were duly adopted by the unanimous vote of the currently serving members of the Corporation's Board of Directors effective September 3, 2019, and are hereby executed by the Corporation's President who is also a serving member of the Corporation's Board of Directors.



RENEE BUTLER, as President and Director