

2/19/2020

Division of Corporations

Florida Department of State
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Email Address: jennifer.knopf@gmail.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
REED CHARITABLE FOUNDATION, INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REED CHARITABLE 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 REED Charitable 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 2900 Lake Shore Drive, Orlando, Florida 32803, and the mailing address of the Corporation is P.O. Box 1417, Winter Park, Florida 32789-1417.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific, literary and educational 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) and to governmental agencies for charitable purposes. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing support to individuals with dyslexia and those that serve them by providing scholarships for teacher training, private tutoring, tuition and professional development for educators; providing ongoing community education events to advance the awareness and

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knowledge of dyslexia in the community and best practices in dyslexia education; and advocating for legislative change to improve screening and identification of dyslexia in schools as well as improving literacy education practices for all students.

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 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 trustees, 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).

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ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

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. Any amendment to this Article V requires a unanimous vote of the directors.

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 1302 Orange Avenue, Winter Park, Florida 32789, and the name of the registered agent of the Corporation at that address is Gregory White. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - DISSOLUTION OF CORPORATION

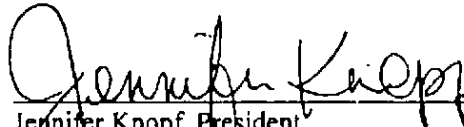
Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) or shall be distributed to the federal government, or to a state or local government, for a public purpose, to be used for the purposes stated in these Articles of Incorporation as nearly as is practicable. Any

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such assets not so disposed of shall be disposed of by the Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority on this 12th day of February, 2020.


Jennifer Knopf, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Gregory White

Date: February 12, 2020

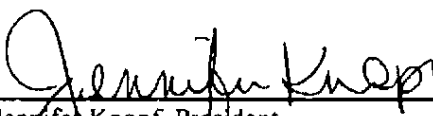
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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REED CHARITABLE FOUNDATION, INC.**

I, Jennifer Knopf, being the duly elected, qualified and acting President of REED Charitable Foundation, Inc., a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that there are no members of the Corporation and that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by a unanimous vote of the Board of Directors of the Corporation on February 12th, 2020, in compliance with the Articles of Incorporation of the Corporation and Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 12th day of February, 2020.


Jennifer Knopf, President

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