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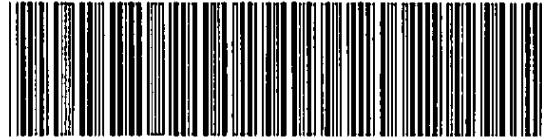
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T. LEMIEUX
DEC 21 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Smith Bullard Family Foundation, Inc.

DOCUMENT NUMBER: N19000010632

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kitty Bickford
Name of Contact Person

Harbor Compliance
Firm/ Company

PO Box 1665
Address

Rolla, MO 65402
City/ State and Zip Code

kbickford@harborcompliance.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr. Kitty Bickford at (573) 201-4832
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

SMITH BULLARD FAMILY FOUNDATION, INC.

Pursuant to Sections 617.1002 and 617.007 of the Florida Not-For-Profit Corporation Act (the "Act"), Smith Bullard Family Foundation, Inc., a Florida not-for-profit corporation originally incorporated on October 7, 2019, does hereby certify that:

A. These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on October 15, 2021;

B. No Members were entitled to vote on such Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be Smith Bullard Family Foundation, Inc.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

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JACKSONVILLE, FLORIDA

3.01 Purpose

Smith Bullard Family Foundation, Inc. is a non-profit private foundation organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Smith Bullard Family Foundation, Inc.'s mission is to provide funding to assist NGOs and 501(c) (3) tax-exempt nonprofits offering programs or serving a demographic aligned with the specific mandates and philanthropic interests of the Smith Bullard Family Foundation, Inc.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

Smith Bullard Family Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Smith Bullard Family Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 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 said Court shall determine which are organized and operated exclusively for such purposes.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III, Section 3.01.

4.04 Restricted Activities

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

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.06 Private Foundation

The following restrictions apply to 501(c)(3) private foundations:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Smith Bullard Family Foundation, Inc. shall be governed by its board of directors.

5.02 Current Directors

The current directors of the corporation shall be:

President: Gabrielle Turnquest

Vice President: Elliott Lockhart

Secretary: Dwyette Turnquest

Treasurer: Kandi Bullard

Director: Dion D. Smith

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Smith Bullard Family Foundation, Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Smith Bullard Family Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

9100 Conroy Windermere Rd, STE 200
Windermere, FL 34786

The mailing address of the corporation is:

PO Box 2154
Windermere, FL 34786

ARTICLE IX

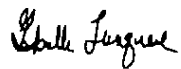
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Registered Agents Inc.
7901 4th St N, STE 300
St. Petersburg, FL 33702

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 15th day of October 2021.



Gabrielle Turnquest
President

I certify that I am familiar with and accept the responsibilities of registered agent.



Bill Havre, Secretary
Registered Agents Inc.