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## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: THE FRIENDS OF FISHWEIR ELEMENTARY, INC.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Leah P. Miller  
Name (Printed or typed)  
4227 Colonial Ave  
Address  
Jacksonville, FL 32216  
City, State & Zip  
(904) 477-0073  
Daytime Telephone number  
leahpustmiller@gmail.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE FRIENDS OF FISHWEIR ELEMENTARY, INC.**

**A Florida Not for Profit Corporation**

DOCUMENT NUMBER: N19000010941

On October 15, 2019, The Friends of Fishweir Elementary, Inc. filed Articles of Incorporation (the "Articles"). By unanimous agreement of the Board of Directors, The Friends of Fishweir Elementary, Inc. now wishes to amend and restate the Articles as set forth below. The restatement was adopted by the Board of Directors. Accordingly, the undersigned wish to amend and restate the Articles in their entirety by adopting the following new Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be: The Friends of Fishweir Elementary, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

3977 Herschel Street  
Jacksonville, Florida 32205

**ARTICLE III  
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, educational and scientific 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"), including, for such exempt purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. More specifically, the Corporation shall bring together community, administration, teachers, students, and parents of Fishweir Elementary School, located in Jacksonville, Florida, in an effort to enhance the learning experience and support educational programs and other needs of the school through fundraising and volunteering.

2. 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, 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.

3. 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.

4. 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.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income, and to the extent income is insufficient, principal 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.

#### **ARTICLE IV** **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation 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 exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code 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. 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 exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes as described in Section 501(c)(3) of the Code.

#### **ARTICLE V** **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

#### **ARTICLE VI** **AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles.

#### **ARTICLE VII** **REGISTERED AGENT AND STREET ADDRESS**

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

Leah P. Miller  
4227 Colonial Avenue  
Jacksonville, Florida 32210

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator are:

Melanie S. Dobbins  
5627 Verna Boulevard, Suite 6  
Jacksonville, Florida 32205

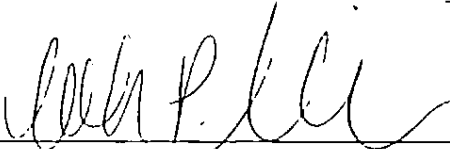
**ARTICLE IX**  
**ARTICLE CONSOLIDATION**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation.

**ARTICLE IX**  
**DATE OF ADOPTION**

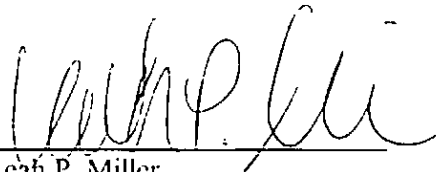
The Amended and Restated Articles of Incorporation were adopted the 10th day of August, 2022 by resolution of the Board of Directors of the Corporation.

The President affirms the facts stated in this document are true as of the 10th day of August, 2022.

  
\_\_\_\_\_  
Leah P. Miller, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for The Friends of Fishweir Elementary, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, Leah P. Miller hereby accepts appointment as registered agent and agrees to act in this capacity. Leah P. Miller further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

By:   
Leah P. Miller

Date: August 10, 2022