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FIRST COAST HONOR FLIGHT, INC.

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COVER LETTER

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

SUBJECT: FIRST COAST HONOR FLIGHT, 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
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☐ \$43.75 ☐ \$52.50
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FROM: Gretchen M. Nine-Bunnell

Name (Printed or typed)

Hahn Loeser & Parks LLP, 200 Public Square, Suite 2800

Address

Cleveland, OH 44114

City, State & Zip

216-274-2217

Daytime Telephone number

gnb@hahnlaw.com

E-mail address: (to be used for future annual report notification)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST COAST HONOR FLIGHT, INC.
(A Corporation Not-For-Profit)**

The Board of Directors of First Coast Honor Flight, Inc. (the "Corporation") has unanimously approved and adopted the following Amended and Restated Articles of Incorporation without a meeting by unanimous written consent.

**ARTICLE I
NAME**

The name of the Corporation is FIRST COAST HONOR FLIGHT, INC.

**ARTICLE II
ADDRESSES**

The principal place of business address of the Corporation is:

696 Montiano Circle
St. Augustine, FL 32084

The mailing address of the Corporation is:

P.O. Box 600785
Saint Johns, FL 32260

**ARTICLE III
PURPOSES**

The Corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); including for such purposes:

(1) To transport U.S. military veterans to Washington, D.C., at no charge to them, to visit those memorials dedicated to honor their service and sacrifices;

(2) Providing grants and contributions to organizations that are exempt from federal income tax under 501(c)(3) of the Code and which are classified as public charities under Section 509(a)(1) or (2) of the Code;

(3) Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code and not for profit corporations under Chapter 617 of the Florida Statutes are permitted to engage; and

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(4) Solely for the above purposes, to exercise all the rights and powers conferred by the laws of the State of Florida upon not for profit corporations

ARTICLE IV MEMBERS

The Corporation shall have no members.

ARTICLE V DIRECTORS

The number of directors and method of election of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be

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carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

Section 6. Private Foundation Prohibitions. In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

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

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

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

(d) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the corporation or which would subject the Corporation to tax under Section 4944 of the Code.

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

ARTICLE VIII DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations (i) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code; (ii) described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code and (iii) that are not private foundations by virtue of being described in Section 509(a) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

ARTICLE IX REGISTERED AGENT AND OFFICE

The name and office address of the initial registered agent of the Corporation is: Kendal Fordham, 2827 Casa Del Rio Terrace, Jacksonville, FL 32257.

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**ARTICLE X
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

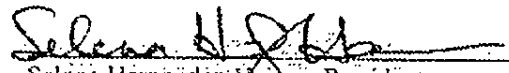
**ARTICLE XI
INDEMNIFICATION**

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

**ARTICLE XII
SUPERSEDING CLAUSE**

These adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments related thereto.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 16th day of August, 2020.


Selena Hernandez-Haines, President