

4/11/2020

Division of Corporations

Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
COVID RELIEF FOUNDATION OF TAMPA BAY, INC.**

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April 14, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COVID RELIEF FOUNDATION OF TAMPA BAY, INC.  
601 BAYSHORE BLVD STE 700  
TAMPA, FL 33606

SUBJECT: COVID RELIEF FOUNDATION OF TAMPA BAY, INC.  
REF: N20000003922

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
COVID RELIEF FOUNDATION OF TAMPA BAY, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of **COVID RELIEF FOUNDATION OF TAMPA BAY, INC.**, a Florida not for profit corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is **COVID RELIEF FOUNDATION OF TAMPA BAY, INC.**
2. The Articles of Incorporation, as amended and restated, are attached hereto as **Exhibit A** (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring member approval.
4. The amendments to, and restatement of, the Articles of Incorporation included in the Amended and Restated Articles were adopted by the Board of Directors and approved by the sole member of the Corporation on April 8, 2020.

IN WITNESS WHEREOF, the undersigned director of the Corporation executed these Articles of Amendment and Restatement on the 11<sup>th</sup> day of April, 2020.

COVID RELIEF FOUNDATION  
OF TAMPA BAY, INC.

By: 

David L. Koche, Director

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TAMPA, FLORIDA

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Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COVID RELIEF FOUNDATION OF TAMPA BAY, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Amended and Restated Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is COVID RELIEF FOUNDATION OF TAMPA BAY, INC.  
(hereinafter the "Corporation").

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TAMPA BAY, FLORIDA

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 601 Bayshore Blvd., Suite 700, Tampa, FL 33606.

ARTICLE 3

Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.

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ARTICLE 4  
Board of Directors

This Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The method of appointment of directors shall be as stated in the bylaws of the Corporation. The names and addresses of the directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David L. Koche	601 Bayshore Blvd., Suite 700 Tampa, FL 33606
Lisa Saff Koche	601 Bayshore Blvd., Suite 700 Tampa, FL 33606
James Lanza	601 Bayshore Blvd., Suite 700 Tampa, FL 33606

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ARTICLE 5  
Members

The Corporation initially shall have one (1) member. The number of members may be either increased or decreased from time to time in the manner provided in the bylaws. The method of appointment of members shall be as stated in the bylaws of the Corporation. The name and address of the member of this Corporation are:

<u>Name</u>	<u>Address</u>
David L. Koche	601 Bayshore Blvd., Suite 700 Tampa, FL 33606

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ARTICLE 6  
Officers of the Corporation

The following persons shall be officers of the Corporation, and each shall serve until his or her successor is duly appointed, or until his or her earlier resignation, removal or death:

Jordyn Koche – Co-CEO / Co-Founder  
Robbie Herzig – Co-CEO / Co-Founder  
Lisa Saff Koche – President  
James Lanza – Vice President  
David L. Koche – Secretary / Treasurer

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ARTICLE 7  
Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization 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 Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 8  
Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation is David L. Koche at 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606.

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ARTICLE 9  
Registered Office and Agent

The registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606, and the registered agent at such address shall be David L. Koche.

ARTICLE 10  
Duration

This corporation shall have perpetual existence.

ARTICLE 11  
Indemnification

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

ARTICLE 12  
Bylaws

The board of directors shall adopt bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

ARTICLE 13  
Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 its charitable purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

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legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 14  
Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 15  
Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable

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expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 16  
Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of April, 2020.



\_\_\_\_\_  
DAVID L. KOCHE  
Director and Incorporator

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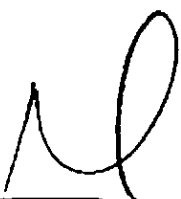
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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for COVID RELIEF FOUNDATION OF TAMPA BAY, INC. at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 11<sup>th</sup> day of April, 2020.

  
\_\_\_\_\_  
DAVID L. KOCHÉ

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