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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MYRON & MARY PAT MCCALL FAMILY FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MYRON & MARY PAT MCCALL FAMILY FOUNDATION, INC.
A Florida Not for Profit Corporation**

DOCUMENT NUMBER: N20000011887

On October 21, 2020, The Myron & Mary Pat McCall Family Foundation, Inc. filed Articles of Incorporation (the "Articles"), which were effective as of October 21, 2020. By unanimous agreement of the members and directors, The Myron & Mary Pat McCall Family Foundation, Inc. now wishes to amend and restate the Articles as set forth below. The restatement was adopted by the members and 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 Myron & Mary Pat McCall Family Foundation, Inc.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

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

10664 Quail Ridge Drive
Ponte Vedra, Florida 32081

**ARTICLE III
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, educational, literary, and religious 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.

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 (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), 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

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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.

6. 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, literary, or religious 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 IV

ELECTION OF DIRECTORS

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

ARTICLE V

MEMBERSHIP

The Corporation shall have members as provided in the Bylaws.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Myron E. McCall
10664 Quail Ridge Drive
Ponte Vedra, Florida 32081

ARTICLE VII
INCORPORATOR

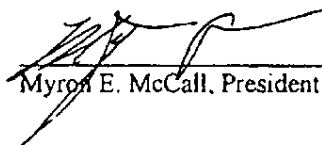
The name and address of the Incorporator are:

Myron E. McCall
10664 Quail Ridge Drive
Ponte Vedra, Florida 32081

ARTICLE VIII
DATE OF ADOPTION

The Amended and Restated Articles of Incorporation were adopted the 9th day of November, 2020 by resolution of the members and board of directors of the Corporation. The number of votes cast for the new Articles of Incorporation by both the members and the directors was sufficient for approval.

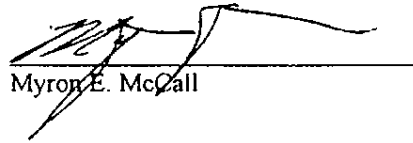
The President affirms the facts stated in this document are true as of the 13th day of November, 2020.



Myron E. McCall, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for The Myron & Mary Pat McCall Family Foundation, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, Myron E. McCall hereby accepts the appointment as registered agent and agrees to act in this capacity. Myron E. McCall further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and it is familiar with and accepts the obligations of his position as registered agent.



Myron E. McCall

Date: November 13, 2020