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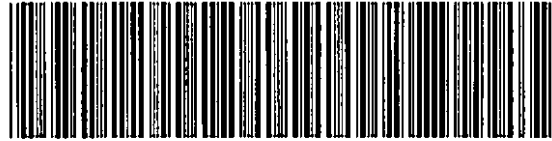
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SECRETARY OF STATE
TALLAHASSEE, FL

*Amended & Restated /
Name Change*

JUN 14 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIG BILL FOUNDATION, INC.

DOCUMENT NUMBER: N20000012808

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

Please return all correspondence concerning this matter to the following:

MATTHEW SIBLEY

(Name of Contact Person)

BIG BILL FOUNDATION, INC.

(Firm/ Company)

6730 MOCCASIN WALLOW ROAD

(Address)

PALMETTO, FL 34221

(City/ State and Zip Code)

MATTS@FIT2RUN.COM

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

For further information concerning this matter, please call:

MATTHEW SIBLEY

(Name of Contact Person)

727

at

5102991

(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

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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2021 JUN 14 PM 2:55

STATE OF FLORIDA
TALLAHASSEE

May 19, 2021

MATTHEW SIBLEY
BIG BILL FOUNDATION, INC.
6730 MOCCASIN WALLOW ROAD
PALMETTO, FL 34221

SUBJECT: BIG BILL FOUNDATION INCORPORATED
Ref. Number: N20000012808

We have received your document for BIG BILL FOUNDATION INCORPORATED, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

You have submitted our Amendment Form and Amended and Restated Articles and you cannot do that. You must submit one or the other. The Amended and Restated Articles appear to be in order so if you want those filed please return them with the filing fee.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 721A00010664

AMENDED AND REINSTATED ARTICLES OF INCORPORATION

OF

BIG BILL FOUNDATION, INC.

A Not-for-Profit Corporation

Big Bill Foundation, Inc. (the "Corporation"), a corporation not for profit chartered under the laws of the State of Florida, by and through its undersigned authorized officers, does hereby execute and file these Amended and Restated Articles of Incorporation, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **THE BIG BILL FOUNDATION, INC.** (the "Corporation"). The physical and mailing address of the Corporation's principal office shall be at 6730 Moccasin Wallow Road, Palmetto, Florida 34221.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act. The primary purpose of the Corporation is to raise money to benefit cancer research and to promote community interest and welfare in the same and allow a state legislative district office for Representative William C. Robinson, Jr.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not

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SECRETARY OF STATE

carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future federal tax code).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

ARTICLE IV

MEMBERS

The Corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) directors, but no more than ten (10) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

ARTICLE VI

NAMES OF INITIAL BOARD OF DIRECTORS

Directors:

Address:

William C. Robinson, Jr.	6730 Moccasin Wallow Road, Palmetto, FL 34221
Brenden P. Robinson	6730 Moccasin Wallow Road, Palmetto, FL 34221
Wesley G. Robinson	6730 Moccasin Wallow Road, Palmetto, FL 34221

ARTICLE VII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII **RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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.

ARTICLE IX
DISSOLUTION

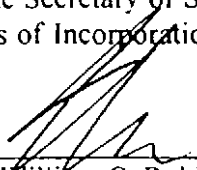
In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows: Matthew Sibley, 6730 Moccasin Wallow Road, Palmetto, Florida 34221.

ARTICLE XI
AUTHORIZATION

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on November 23, 2020 in accordance with Section 617.0721 and 617.0824 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.



William C. Robinson, Jr., President