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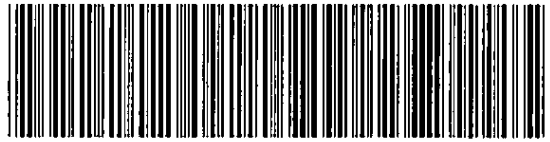
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COVER LETTER

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

SUBJECT: Florida Generosity Foundation, 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: Robert Miller

Name (Printed or typed)

3500 Depauw Blvd, Suite 3090

Address

Indianapolis, IN 46268

City, State & Zip

463-229-0229

Daytime Telephone number

bgreen@hhmin.org

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

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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change	<u>PSCEO</u>	<u>Bryan Green</u>	<u>1859 Northgate Blvd</u>
_____ Add			<u>Sarasota, FL 34234</u>
_____ Remove			
2) <u>X</u> Change	<u>CFO</u>	<u>Susie Tietz</u>	<u>1859 Northgate Blvd</u>
_____ Add			<u>Sarasota, FL 34234</u>
_____ Remove			
3) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
4) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
5) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____
6) _____ Change	_____	_____	_____
_____ Add			_____
_____ Remove			_____

2010-11-14 14:30

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: Florida Generosity Foundation, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: Please see the attached for the complete content
of the Amended and Restated Articles of Incorporation.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 2-11-2019

Signature: _____

(By a ~~director,~~ president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Bryan Green

(Typed or printed name of person signing)

President

(Title of person signing)

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA GENEROSITY FOUNDATION, INC.**

The undersigned incorporator of Florida Generosity Foundation, Inc. (the "Organization"), pursuant to the provisions of the state nonprofit corporation law, hereby executes the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name

The name of the Organization is: Florida Generosity Foundation, Inc.

ARTICLE II

Period of Existence

The period during which the Organization shall continue is perpetual.

ARTICLE III

Purposes, Members, and Dissolution of the Organization

Section 1. Purposes. Florida Generosity Foundation, Inc. (the "Organization") is a public benefit corporation that shall be organized and operated exclusively for charitable purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) provide financial support to local charitable organizations in order to allow them to further their purposes, (b) provide general charitable support to individuals in need, (c) solicit and receive funds for the accomplishment of the above purposes, and (d) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Section 2. Members. The Organization shall have one class of members as that term is defined in the state nonprofit corporation law. Rights and responsibilities of the Members are delineated in the Bylaws of the Organization and in state nonprofit corporation law.

Section 3. Dissolution. If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of

the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

ARTICLE IV

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the state nonprofit corporation law or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE V

Directors

Section 1. Creation and Number. The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualification, Selection, and Responsibilities. The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either in person or virtually

ARTICLE VI

Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

Section 1. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code §§ 501(c)(3) and (h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 4. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 5. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 6. Liability. No officer, director, Member or employee of the Organization shall be liable for any of the Organization's debts or obligations, except as required by state law.

Section 7. **Reliance.** All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 8. **Committees.** The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

*****END OF ATTACHMENT*****

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change	PSCEO	Bryan Green	1859 Northgate Blvd
<input type="checkbox"/> Add			Sarasota, FL 34234
<input type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	CFO	Susie Tietz	1859 Northgate Blvd
<input type="checkbox"/> Add			Sarasota, FL 34234
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

2021-03-01 11:19:33

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I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: -/-

Signature: _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Bryan Green

(Typed or printed name of person signing)

President

(Title of person signing)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

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Additional Articles of
Florida Generosity Foundation, Inc.

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*****END OF ATTACHMENT*****