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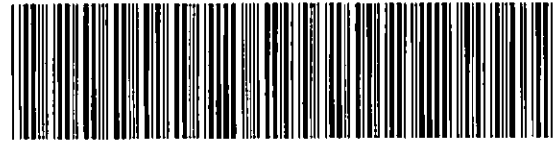
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Amended + Restated

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Michael & Robin Lally Foundation Corp.**

DOCUMENT NUMBER: **N21000001856**

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

Please return all correspondence concerning this matter to the following:

Dr Kitty Bickford

(Name of Contact Person)

Tax Exempt 501c3, LLC

(Firm/ Company)

PO Box 1665

(Address)

Rolla, MO 65402

(City/ State and Zip Code)

support@taxexempt501c3.com

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

For further information concerning this matter, please call:

Dr Kitty Bickford

(Name of Contact Person)

573 201-4832

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <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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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**MICHAEL & ROBIN LALLY
FOUNDATION CORP.**

Pursuant to Sections 617.1002 and 617.007 of the Florida Not-For-Profit Corporation Act (the "Act"), Michael & Robin Lally Foundation Corp., a Florida not-for-profit corporation originally incorporated on January 21, 2021, does hereby certify that:

A. These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on April 6, 2023.

B. No Members were entitled to vote on such Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be **Michael & Robin Lally Foundation Corp.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Michael & Robin Lally Foundation Corp. is a non-profit corporation organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Michael & Robin Lally Foundation Corp. is a private operating foundation with main focuses of paying for our scholarship students' housing past Grade 10. Many students are not guaranteed on campus housing as juniors. We will provide our students with school supplies and new clothing for school. We will also install mobility mats on beaches and in parks all over Tampa Bay to improve access to those facilities for those with mobility challenges.

Our philanthropic interests include, but are not limited to, improving health and welfare for humans and animals; supporting homeless and elderly; providing education to unserved and underserved communities; providing scholarships; encouraging support and fostering entrepreneurship in underserved populations or demographic locations; providing support during times of disaster caused by man or nature; serving individuals with disabilities; striving toward inclusion and equality of all humans; improving the lives of animals; preserving nature and healthy climate and environments; and providing grants to other organizations that have missions that are aligned with our interests.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

Michael & Robin Lally Foundation Corp. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Michael & Robin Lally Foundation Corp. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 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 a public purpose. 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.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by 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.

4.06 Private Operating Foundation

The following restrictions apply to 501(c)(3) private foundations and private operating foundations:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation won't engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation won't retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation won't make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation won't make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Michael & Robin Lally Foundation Corp. shall be governed by its board of directors.

5.02 Current Directors

The current directors of the corporation shall be:

Robin Lally, President and Treasurer

Michael Lally, Vice-President

Doris Lally, Secretary

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Michael & Robin Lally Foundation Corp. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Michael & Robin Lally Foundation Corp. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

1180 Ponce De Leon Blvd, STE 301
Clearwater, FL 33756

The mailing address of the corporation is:

1180 Ponce De Leon Blvd, STE 301
Clearwater, FL 33756

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Robin Lally
1180 Ponce De Leon Blvd, STE 301
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 6th day of April 2023.



Michael Lally
Vice-President



Robin Lally
President/Treasurer

I certify that I am familiar with and accept the responsibilities of registered agent.

Robin Lally
Registered Agent