

N1210000004412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

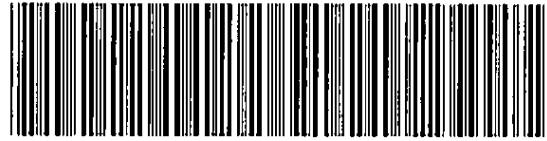
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RECEIVED
2021 MAY 17 PM 1:30
TALLAHASSEE, FLORIDA

Amended
Started

MAY 24 2021



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
2021 MAY 21 PM 1:52

TALLAHASSEE, FLOR.

May 18, 2021

CAPITAL CONNECTION, INC.

SUBJECT: SPRINGFIELD CHARITY CORP
Ref. Number: N21000004412

We have received your document for SPRINGFIELD CHARITY CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 921A00010464

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SPRINGFIELD CHARITY CORP

Signature _____

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPRINGFIELD CHARITY CORP**

Springfield Charity Corp, a corporation organized and existing under and by virtue of the provisions of the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 (the "Act").

DOES HEREBY CERTIFY:

1. That the name of this corporation is Springfield Charity Corp, and that this corporation was formed pursuant to the Act by the filing of Articles of Incorporation of this corporation, effective April 8, 2021 (the "Original Articles"),

2. That the Board of Directors of this corporation, by unanimous written consent dated April 8, 2021, in accordance with Section 617.0821 of the Act, duly adopted resolutions proposing to amend and restate the Original Articles,

3. That there are no members of this corporation entitled to vote and that the text of the amendment and restatement of the Articles of Incorporation adopted by the corporation, as approved by the Board of Directors, is as follows:

**ARTICLE I.
NAME; REGISTERED OFFICE**

Section 1.01 The name of this corporation shall be: Springfield Charity Corp.

Section 1.02 The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Florida as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered agent shall be Mark Rivlin, P.A. and the principal and registered office of this corporation shall be 1550 Madruga Ave., Suite 120, Coral Gables, Florida 33146.

**ARTICLE II.
PURPOSES**

Section 2.01 This corporation is organized and shall be operated exclusively for the promotion of any or all of the charitable, educational, religious, and scientific purposes contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code). In furtherance of its purposes, this corporation may engage in, advance, promote and administer charitable and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Code.

Section 2.02 This corporation shall have only such powers as are required by and are consistent with the foregoing purposes, and which are afforded to this corporation by the Florida Not For Profit Corporation Act, as now enacted or as hereafter amended. All the powers of this

corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Code.

ARTICLE III. TAX EXEMPTION REQUIREMENTS

Section 3.01 This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of, this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes, as set forth in Article II hereof.

Section 3.02 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in 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.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 The management of this corporation shall be vested in a Board of Directors consisting of not less than three persons. The powers, authorities and duties of the Board, the time and place of its meetings, and all other matters concerning the Board, subject to the provisions of applicable law and the other provisions of these Articles, shall be prescribed in the Bylaws.

ARTICLE V. MEMBERSHIP

Section 5.01 This corporation shall not have voting members. The Board of Directors may establish a class or classes of nonvoting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VI. INDEMNIFICATION

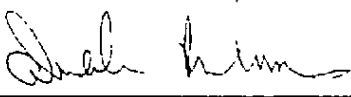
Section 6.01 This corporation will indemnify any director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the corporation) to the fullest extent permitted by Florida law.

Section 6.02 The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

ARTICLE VII. DISSOLUTION

Section 7.01 This corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more other corporations, associations, institutions, trusts or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Code, or to the State of Florida or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of April, 2021.

By: 
Name: Alexander Rindner
Title: Director, Vice President and Treasurer