

N21000008880

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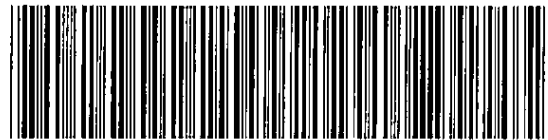
(Business Entity Name)

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TALLAHASSEE, FL

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DIRECTOR'S OFFICE
CORPORATIONS
TALLAHASSEE, FLORIDA

cf 2/24/23

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VyStar Community Foundation, Inc.

DOCUMENT NUMBER: N21000008880

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

Please return all correspondence concerning this matter to the following:

Jack E. Kiker, III
(Name of Contact Person)

WilliamsGautier Law
(Firm/ Company)

2010 Delta Blvd.
(Address)

Tallahassee, Florida 32303
(City/ State and Zip Code)

Jake.Kiker@WilliamsGautier.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jack E. Kiker, III, Esq. at 850 386-3300
(Name of Contact Person) (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 32303-0327

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 210
Tallahassee, FL 32303-2100



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2023

JACK E KIKER, III
2010 DELTA BOULEVARD
TALLAHASSEE, FL 32303

SUBJECT: VYSTAR COMMUNITY FOUNDATION, INC.
Ref. Number: N21000008880

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

You must list the old name VYSTAR COMMUNITY FOUNDATION, INC. at the top of the page instead of VYSTAR FOUNDATION, INC., the new name.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 423A00002576

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VYSTAR FOUNDATION, INC.

FILED
2023 FEB -1 PM 2:22
SAILOR, JESSIE, DATE
TALLAHASSEE, FL

The original Articles of Incorporation of "VyStar Community Foundation, Inc." (this "Corporation") dated July 21, 2021, were accepted for filing by the Florida Division of Corporations on July 26, 2021, and assigned Document Number: N21000008880.

Pursuant to Section 617.1006, *Florida Statutes*, the officers and directors of this Corporation have approved, and do hereby adopt, the amendments set forth in this Amended and Restated Articles of Incorporation:

ARTICLE I - NAME:

The name of this Corporation shall henceforth be "**VyStar Foundation, Inc.**". This Corporation may also operate under such other and further fictitious names as the Board of Directors shall establish and direct.

ARTICLE II - PURPOSES:

The general nature of the objectives and purposes of this Corporation are to be organized and operated exclusively as a not-for-profit corporation, for educational and charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). More specifically, this Corporation was and is organized to promote and provide charitable giving and assistance that contributes toward the social and physical development, education and well-being of the communities, areas and members (individual, business, and military/armed services) served by VyStar Credit Union (including, but not limited to Florida, Georgia, and throughout the United States of America).

ARTICLE III - POWERS:

This Corporation shall have the general power to do all lawful acts, as conferred upon corporation's not-for-profit by Section 617.0302, *Florida Statutes*, including all those things necessary or expedient in the prosecution and advancement of this Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of this Corporation.

Notwithstanding the generality of the foregoing, the powers of this Corporation shall be subject to the following limitations and restrictions:

- A) This Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- B) No part of the income, profit or assets of this Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that this 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 II of these Amended and Restated Articles of Incorporation; and
- C) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - BOARD OF DIRECTORS:

- A) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors," except as otherwise provided by

law, in these Amended and Restated Articles of Incorporation, or the Bylaws of this Corporation. The directors shall be referred to as "Directors."

- B) This Corporation shall have no fewer than three (3), but no more than eleven (11) Directors initially, in accordance with Section 617.0803(1), *Florida Statutes*. The number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3).
- C) Initially, the Directors shall be appointed by the VyStar Credit Union executive leadership team. Thereafter, Board of Directors members shall be elected pursuant to the provisions of the approved Bylaws of this Corporation.
- D) The Board of Directors shall be overseen by an Executive Committee comprised initially of four (4) Directors/Officers, and that initially the Executive Committee shall consist of the initial Board of Directors until such time as they may make further additions thereto. It is contemplated that the Board of Directors may be expanded in the future, and in the event of such future expansion, the members of the Executive Committee may be, but need not be, Officers as described below.
- E) At the third (3rd) annual meeting of this Corporation, Directors shall be appointed for a term of either one (1) year, two (2) years, or three (3) years; and at each annual meeting thereafter, subsequent Directors shall be elected for a term of three (3) years or otherwise in accordance with the approved Bylaws of this Corporation. Members of the Executive Committee are exempt from these term limits.

ARTICLE V - OFFICERS:

This Corporation shall, at all times, maintain a minimum of four (4) Officers, which shall include a President, Chairman, Vice President/Treasurer, and Secretary, pursuant to Chapter 617,

Florida Statutes. This Corporation reserves the right to increase the number of Officers from time to time, but at no time will there be less than four (4) Officers (it being understood and agreed that an individual Director may hold more than one (1) office, and the role of Vice President may be held by the Chairman, Treasurer, or Secretary). The Officers were elected by a majority vote of the Board of Directors at its first organizational meeting, and thereafter at the annual meeting of this Corporation pursuant to the approved Bylaws.

The initial officers of this Corporation shall be:

Patricia McElroy	-- President
Brian E. Wolfburg	-- Chairman
Chad Meadows	-- Vice President/Treasurer
Dana L. Karzan	-- Secretary

ARTICLE VI – MEMBERSHIP

Subject to further requirements/restrictions as provided by the Board of Directors, membership in this Corporation shall generally be open to any individuals, businesses and/or associations that support the purpose statements in Article II above. Notwithstanding the foregoing, membership criterion and the acceptance thereof by this Corporation shall be subject to and in compliance with all applicable laws and regulations including, but not limited to, those as may be further proscribed by the National Credit Union Administration (“NCUA”).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is 2010 Delta Boulevard, Tallahassee, Florida 32303, and the name of the initial registered agent of this Corporation at that address is Jack E. Kiker, III, Esq, of Williams, Gautier, Gwynn, DeLoach & Kiker, P.A.

ARTICLE VIII - PRINCIPAL OFFICE:

The initial principal place of business of this Corporation shall be 76 S. Laura Street, Jacksonville, Florida 32202.

ARTICLE IX - TERM OF EXISTENCE:

This Corporation shall exist perpetually.

ARTICLE X - BYLAWS:

- A) The Board of Directors, by a majority vote, shall provide such Bylaws for the conduct of the business of this Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the members and Board of Directors; provided, however, that such Bylaws shall not conflict with these Amended and Restated Articles of Incorporation.
- B) Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of the Board of Directors who are present at any regular or special meetings for such purpose.

ARTICLE XI - AMENDMENTS:

These Amended and Restated Articles of Incorporation may be further amended, altered, changed, or repealed solely by the Board of Directors, as approved in accordance with the Bylaws.

ARTICLE XII - CORPORATE LIQUIDATION AND DISSOLUTION:

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the

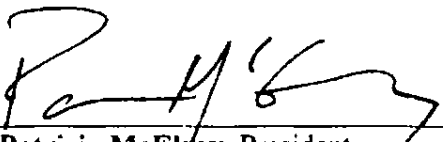
supported organization, or if the supported organization ceases to exist or it is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Directors in the manner to best accomplish the charitable and educational purposes of the supported organization, provided that such distribution shall be made:

- A) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the charitable and/or educational purposes of the supported organization;
- B) To a federal government or a state or local government, for public purposes similar to the charitable and educational purposes of the supported organization consistent with Section 501(c)(3) of the Code and in accordance with the laws of Florida; or
- C) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable and educational purposes of the supported organization.

ARTICLE XIII – INDEMNIFICATION:

This Corporation shall indemnify officers, trustees, employees, attorneys and agents to the full extent permitted by Chapter 617, *Florida Statutes*, entitled the “Florida Not-for-Profit Corporation Act,” provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of this Corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

The undersigned has executed these Amended and Restated Articles of Incorporation this
11 day of November, 2022.


Patricia McElroy, President