

N21000012149

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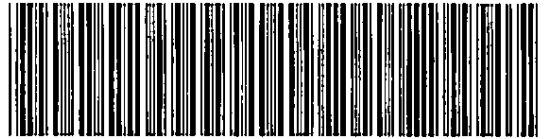
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE ACKLEY FOUNDATION

DOCUMENT NUMBER: N21000012149

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

Please return all correspondence concerning this matter to the following:

Tammie B. Massey, Esq.

(Name of Contact Person)

Mettler Randolph Massey Ferguson Carroll & Sterlacci, PL

(Firm/ Company)

340 Royal Palm Way, Suite 100

(Address)

Palm Beach, FL 33480

(City/ State and Zip Code)

tmasssey@mettlerlaw.com

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

For further information concerning this matter, please call:

Tammie B. Massey

561

833-9631

at

(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 type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE ACKLEY FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

THE ACKLEY FOUNDATION, INC., a Florida not-for-profit corporation formed under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended and approved by the Board of the Directors of the Corporation on June 15, 2022. The number of votes cast for the amendment were sufficient for approval.
2. The Articles of Incorporation of the Corporation (originally filed on October 18, 2021), are hereby amended and restated in their entirety as follows:

**Article I - Name**

The name of the Corporation is: **THE ACKLEY FOUNDATION, INC.**

**Article II - Duration**

The Corporation shall have perpetual duration.

**Article III - Purpose**

The Corporation is organized exclusively to conduct activities for charitable, religious, educational, and scientific purposes, including, the operation of their own charitable programs and for making some distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Article IV – Registered Office and Agent**

The street address and mailing address of the office of the Corporation is 5236 Commercial Way, Suite F, Spring Hill, Florida 34606.

The name and address of its initial registered agent is Rodney S. Ackley, 5236 Commercial Way, Suite F, Spring Hill, Florida 34606.

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#### Article V - Limitations

The property of the corporation is irrevocably dedicated to the active conduct of charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person, 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 Section 501(c)(3) purposes. 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 provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on 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 by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code). In addition:

1. The Corporation will distribute so much of its income 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 the corresponding section of any future federal tax code.
2. The Corporation will not 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 will not 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 will not make any investments in such 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 will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

## **Article VI - Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax laws), or shall be distributed to the federal government, or to a state or local government, for a specific purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the Company 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, including, without limitation, a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax laws).

## **Article VII - Membership**

The Corporation has no members.

## **Article VIII – Board of Directors**

The number of initial directors constituting the Board of Directors of the Corporation shall be three (3) directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Rodney S. Ackley | 5236 Commercial Way, Suite F<br>Spring Hill, Florida 34606 |
| Eva F. Ackley    | 5236 Commercial Way, Suite F<br>Spring Hill, Florida 34606 |
| Andrea A. Suarez | 5236 Commercial Way, Suite F<br>Spring Hill, Florida 34606 |

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The Directors shall be the only party authorized to amend these Articles of Incorporation and the Bylaws. The Directors, acting by majority, may remove any Director or Officer with or without cause at any time.

Article IX - Incorporator

The name and address of the incorporator is:

Name

Address

Rodney S. Ackley

5236 Commercial Way, Suite F  
Spring Hill, Florida 34606

We, Rodney S. Ackley, Eva F. Ackley, and Andrea A. Suarez, the Directors of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set our hands this \_\_\_\_ day of June 15, 2022.

THE ACKLEY FOUNDATION, INC.

  
\_\_\_\_\_  
RODNEY S. ACKLEY, Director

  
\_\_\_\_\_  
EVA F. ACKLEY, Director

  
\_\_\_\_\_  
ANDREA A. SUAREZ, Director

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