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STEP UP FOR STUDENTS, INC.

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ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
STEP UP FOR STUDENTS, INC.
DOCUMENT NUMBER: N21000013831

Pursuant to the provision of Sections 617.1006 and 617.1007, Florida Statutes, Step Up For Students, Inc., a Florida not for profit corporation (the "*Corporation*"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in EXHIBIT A.

SECOND: The Amended and Restated Articles were adopted by unanimous consent of the Board of Directors of the of the Corporation on February 29, 2024. There are no members entitled to vote on the amendment and restatement.

THIRD: The Amended and Restated Articles shall be effective as of the date filed with the Secretary of State of the State of Florida.

Signed effective as the 1ST day of March, 2024.

STEP UP FOR STUDENTS, INC.,
a Florida not for profit corporation

By: Joseph E. Pruntz
Joseph Pruntz, as Treasurer

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EXHIBIT A**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STEP UP FOR STUDENTS, INC.
(A NOT-FOR-PROFIT CORPORATION)****ARTICLE I
NAME**

The name of this corporation is Step Up For Students, Inc. (the "*Corporation*").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation shall be located at 4655 Salisbury Road, Suite 400, Jacksonville, Florida 32256

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law. Specifically, the Corporation is organized, and all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Step Up For Students - Florida, Inc., a Florida not-for-profit corporation, and Step Up For Students - West Virginia, Inc., a West Virginia not-for-profit corporation (the "Supported Organizations"), each of which is an exempt organization under Section 501(c)(3) of the Code, and is an organization described in Section 509(a)(1) of the Code. The Corporation is intended to be a supporting organization within the meaning of Section 509(a)(3) of the Code for the Supported Organizations.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

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

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any

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future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(e)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 of these Articles of Incorporation; and

(c) 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 any candidate for public office.

ARTICLE V MEMBERS

This Corporation shall have one (1) member: Step Up For Students - Florida, Inc., a Florida not-for-profit corporation (the "*Member*"), which is an exempt organization under Section 501(c)(3) of the Code and is an organization described in Section 509(a)(1) of the Code. The conditions of membership shall be as set forth in the Corporation's Bylaws.

ARTICLE VI BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have ten (10) directors as of the filing of these Amended and Restated Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws but shall never be less than five (5) or more than twelve (12).

(c) The manner in which the members of the Board of Directors are to be elected or appointed are stated in the Bylaws.

(d) The names and addresses of the members of the Board of Directors are as follows:

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NAME	ADDRESS
John Kirtley	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Alfred "Al" Lawson, Jr.	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Baron Concors	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Curtis Stokes	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Demisha Merriweather	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
John Legg	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Karen Hobbs	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Linh Lam	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Richard Outram	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256
Terry Jove	4655 Salisbury Road, Suite 400 Jacksonville, Florida 32256

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ARTICLE VII
OFFICERS

(a) The officers of the Corporation shall be a Chief Executive Officer, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the officers of the Corporation are as follows:

Doug Tuthill	Chief Executive Officer
Joseph Pfountz	Treasurer

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Lesley Searcy Secretary

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 115 N Calhoun Street #4, Tallahassee, Florida 32301; the name of the registered agent of the Corporation at that address is Cogency Global, Inc.

**ARTICLE IX
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually unless dissolved according to the provisions of the Amended and Restated Bylaws, or the laws of the State of Florida.

**ARTICLE X
BYLAWS**

(a) The Member may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) The Bylaws may be amended, altered or rescinded by the Member.

**ARTICLE XI
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the Member. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XII
CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed at the direction of the Member:

(a) to one or more organizations qualified under Section 501(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code.

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or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State 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 purposes of this Corporation.

ARTICLE XIII LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify the Member, officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.