

N21000014319

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

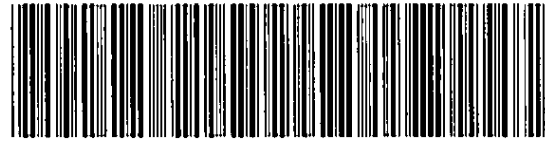
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200379011032

03/02/22--01012--007 **35.00

RECEIVED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

2022 MAR -2 PM 2:49

Amended
Restarted

FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

2022 MAR -2 PM 12:49

MAR 03 2022
ALBRITTON

CAPITAL CONNECTION, INC.

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

Baker Day Family Foundation, Inc

____ 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 _____

Signature _____

Requested by: SETH

a

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE BAKER-DAY FAMILY FOUNDATION, INC.

A Florida Corporation Not for Profit

FILED
2022 MAR -2 PM 12:49
CLERK OF STATE
TALLAHASSEE, FL

On February 14, 2022, the Board of Directors of the Corporation unanimously voted to completely amend and restate the Articles of Incorporation as set forth below. In furtherance thereof, the undersigned hereby files these First Amended and Restated Articles of Incorporation to completely amend and restate the Articles of Incorporation that were filed with the Secretary of State on December 20, 2021, and assigned document number N21000014319.

ARTICLE I

Name

The name of the Corporation shall continue be The Baker-Day Family Foundation, Inc. The street address and the mailing address of the Corporation shall be 680 S. Ocean Boulevard, Palm Beach, FL 33480.

ARTICLE II

Purposes

The Corporation is formed exclusively for the following general objects or purposes: to operate as a charitable, scientific, or educational organization within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid tax under Section 4942 of the Code.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV
Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V
Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organizations as shall qualify as such under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine.

ARTICLE VI

Incorporator

The name and address of the incorporator of the Corporation is:

Anthony P. Guettler
Gould Cooksey Fennell
979 Beachland Boulevard
Vero Beach, FL 32963

ARTICLE VII

Membership

The conditions of membership in the Corporation, and the rights and obligations of its Members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE VIII

Board of Directors

Section 1. The management of the affairs of the Corporation shall be vested in the Board of Directors. The number of Directors which shall constitute the Board shall be no less than three (3). The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the current Directors of the Corporation are:

Frank A. Baker II	680 S. Ocean Boulevard Palm Beach, FL 33480
Laura Day	680 S. Ocean Boulevard Palm Beach, FL 33480
Peter E. Berger	6869 SE North Marina Way Stuart, FL 34996
Anthony P. Guettler	979 Beachland Boulevard Vero Beach, FL 32963

ARTICLE IX
Indemnification and Liability

Subject to any mandatory limitations set forth in the Florida Not for Profit Corporation Act, the Corporation shall, to the fullest extent permitted by Sections 607.0850 – 607.0859 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

ARTICLE X
Registered Office and Agent

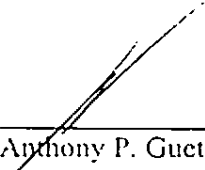
Section 1. The street address of the registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, FL 32963.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Anthony P. Guettler.

ARTICLE XI
Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by unanimous vote of the Members, or written consent of all of the Members.

These First Amended and Restated Articles of Incorporation were adopted by the Board of Directors and the number of votes cast for the amendment was sufficient for approval. In witness whereof, the undersigned does hereby make, file, and record these Articles, and does hereby certify that the facts herein stated are true, and have accordingly hereunto set his hands effective this 14 day of February, 2022.



Anthony P. Guettler, Director


Certificate of Designation
Registered Agent / Registered Office

Pursuant to the provisions of the Florida Statutes, the above-named Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the Corporation continues to be: The Baker-Day Family Foundation, Inc.
2. The name and street address of the registered agent and office continues to be:

Anthony P. Guettler
Gould Cooksey Fennell
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Anthony P. Guettler, Registered Agent