

N21000014356

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

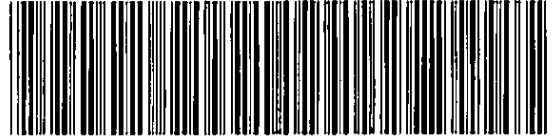
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700372762127

02/18/22--01011--021 **35.00

FILED

2022 FEB 18 PM 5:00

RECEIVED

2022 FEB 18 PM 3:27

CLERK OF COURT
ALLAHASSEE, FLORIDA

Amended & Restated

FEB 21 2022

D CUSHING

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2022 FEB 18 PM 5:00
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

SUBJECT: Abruzzo Family Foundation, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Ausley & McMullen, P.A.
Name (Printed or typed)

123 S. Calhoun St.
Address

Tallahassee, FL 32301
City, State & Zip

850-425-5350
Daytime Telephone number

jwilks@ausley.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RE-STATED
ARTICLES OF INCORPORATION OF
ABRUZZO FAMILY FOUNDATION, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, Abruzzo Family Foundation, Inc., (the **Corporation**) adopts the following Amended and Restated Articles of Incorporation, and hereby amends, restates, and supersedes the present charter of the Corporation in toto.

**ARTICLE I
Name and Location**

The name of this Corporation shall be Abruzzo Family Foundation, Inc. The principal office of the Corporation and the mailing address of the Corporation shall be 3020 Club Drive, Miramar Beach, Florida 32550.

**ARTICLE II
Purpose**

The Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meanings of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the **Code**) and §617.0301 of the Florida Not for Profit Corporation Act, as now in effect or as may hereafter be amended (the **Act**). In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations exclusively for charitable, scientific, literary, or educational purposes.

FILED
2022 FEB 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in §617.0302 of the Act, together with the power to solicit grants and contributions for such purposes.

ARTICLE III Board of Directors

Section 1: There shall be a Board of Directors of the Corporation (herein sometimes referred as the *Board* or the *Board of Directors* and its members sometimes referred to as a *director*) which shall consist of not less than three (3) directors, initially. The names and addresses of the initial Directors of the Corporation are

<u>Name:</u>	<u>Address:</u>
Lori Karian	3020 Club Drive Miramar Beach, FL 32550
Ethan Joseph Karian	3020 Club Drive Miramar Beach, FL 32550
Ava Rose Karian	3020 Club Drive Miramar Beach, FL 32550

Section 2: The number of Directors may be increased or decreased from time to time by the Bylaws of the Corporation but shall never be less than three (3) directors. Directors shall be elected at the annual meeting for a term of three (3) years, or until their successors are elected. On the expiration of the term of any director, a successor shall be elected by the Board of Directors, and in case any vacancy in the Board shall occur by death, resignation, or otherwise, such vacancy may be filled for the unexpired term by the remaining Directors. The Board of Directors shall have the authority to elect by majority vote, any member of the Board. Directors may serve any number of additional terms.

Section 3: The Board of Directors shall be responsible for the business and property of the Corporation and the management thereof and shall establish policies for the fulfillment of objectives of the Corporation as delineated in Article II hereof.

The Corporation shall have, in addition to the foregoing powers, all the powers granted by the laws of Florida to corporations of the character of this Corporation, subject to the limitations on such powers herein. The members of the Board of Directors shall receive no compensation.

ARTICLE IV Indemnification

The Corporation shall indemnify any director or officer of the Corporation to the full extent permitted by law.

ARTICLE V Term

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI Corporate Powers and Limitations

Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in these Articles and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes. The Corporation may exercise any and all the corporate powers enumerated under Chapter 617, Florida Statutes, in furtherance of the aforesaid purpose.

The Corporation shall have all the powers of a not-for-profit corporation under Florida law. However, (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private persons, 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 the purposes set forth in this Article; (b) 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; and (c) notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (b) by a corporation exempt from federal income tax under Section 509(a) of the Internal Revenue Code of 1986 or (c) by a corporation described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

ARTICLE VII

Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, all the assets of the Corporation shall be distributed exclusively to an organization organized and

but is not limited to, the use of telegrams, facsimile transmissions, and text sent by electronic mail between computers

Pursuant to Sections 617.1006 and 617.1007, Florida Statutes, (i) the Corporation has no members and (ii) the Board of Directors of the Corporation have authorized and consented to the adoption of these Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote or greater vote of the directors

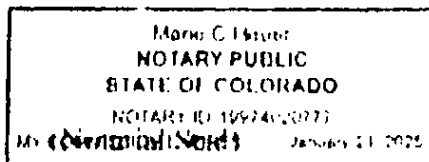
DATED February 16, 2022.

Abruzzo Family Foundation, Inc.

Lon Karlan
Lon Karlan
President

STATE OF ~~FLORIDA~~ Colorado
COUNTY OF Denver

Sworn to and subscribed before me by means of () physical presence, or () by online notarization on this 16th day of February, 2022 by Lon Karlan, as President of the Abruzzo Family Foundation, Inc., who (✓) is personally known to me, () produced current driver license(s) as identification or () produced as identification



Marie C. Hauer
Signature of Notary Public

Marie C. Hauer

Notary Public, State of Colorado