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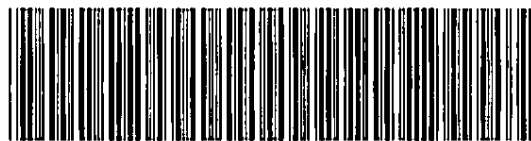
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SECRETARY OF STATE  
TAMM VALLEY RECF

A. BUTLER  
AUG 21 2022

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** JOANNE W. CHARLES MEMORIAL FOUNDATION, INC.

**DOCUMENT NUMBER:** N22000000670

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

Please return all correspondence concerning this matter to the following:

STEPHEN C. L. CHONG, ESQUIRE

Name of Contact Person

MATEER & HARBERT, P.A.

Firm/ Company

225 E. ROBINSON STREET, SUITE 600

Address

ORLANDO, FL 32801

City/ State and Zip Code

SCHONG@MATEERHARBERT.COM

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

For further information concerning this matter, please call:

STEPHEN C. L. CHONG, ESQ.

Name of Contact Person

at ( 407 )

425-9044

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 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 checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is 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**

**JOANNE W. CHARLES MEMORIAL FOUNDATION, INC.**

FILED  
2022 AUG 16 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation to adopt and consolidate all amendments into a single document and to reform a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be:

JOANNE W. CHARLES MEMORIAL FOUNDATION, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office the Corporation is:

4742 Spindle Tree Lane Orlando FL 32829

and the mailing address of the Corporation is:

P.O. Box 803, Summerton, SC 29148

**ARTICLE III – Object and Purpose**

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida to raise ovarian cancer awareness to the community, especially to those citizens in rural communities/areas, and raise funds to further ovarian cancer research (the "Purpose"), and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) (the "Act") as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage. Notwithstanding anything contained in these Articles, the Bylaws (as defined in Article VIII), or any other instrument, agreement, or other document governing the affairs of the Corporation to the contrary, the Corporation shall not engage in any activity or business that is not related to, and that does not further, the Purpose. In furtherance of its Purpose, the Corporation may:

Tamiko N. Fletcher  
4742 Spindle Tree Lane  
Orlando FL 32829

Annie L. Robinson  
6 Third Street  
Summerton, SC 29148

Cassandra J. Hazelton  
202 Sunny Side Court  
Moncks Corner, SC 29461

Dylan A. Bess and Shaniqua L. Bess  
4709 Hallford Way NE  
Mableton, GA 30066

G. Vacancies in the Board, whether occurring by reason of an increase in the size of the Board, or the death, resignation, disqualification, or removal of a Director, or the expiration of a Director's term, shall be filled by the affirmative vote of the majority of the full Board of remaining Directors, even if the remaining Directors do not constitute a quorum. A Director shall hold office until his or her successor is appointed following the expiration of the Director's term, or his or her earlier resignation, removal, or death.

H. At a special meeting of the Board, any Director may be removed with or without cause by a vote of a majority of the full Board. If such Director is a member of any committee of the Board, he or she shall cease to be a member of that committee when he or she ceases to be a Director.

I. The Board shall adopt from time-to-time policies governing the investment of funds by the Corporation, the making of grants by the Corporation and the avoidance of conflicts of interest by the Board. Except as otherwise set forth in a grant making policy approved by a Supermajority of a board of at least four (4) members, all grants made by the Corporation must be approved by a Supermajority of the full Board of Directors. All grants made by the Corporation, shall prohibit such recipient from regranteeing any such proceeds except for a purpose consistent with the Purpose.

#### ARTICLE VII - Amendment to Articles

A. Except for the amendments described in Article VII, Section B below, these Articles may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors present at any annual or special meeting of the Board duly called (in whole or in part) for that purpose.

B. Any amendment to these Articles or to the Bylaws of the Corporation that has the effect of amending, restating, deleting, or otherwise affecting the Purpose (as specifically defined by Article III, Section B), or of permitting the Corporation, the Board, or any other officers or other

representatives of the Corporation to appropriate, allocate, pay, assign, or otherwise transfer or commit any property, money, or other assets of the Corporation shall require the affirmative vote of a Supermajority of the full Board of Directors.

#### ARTICLE VIII - Bylaws

Except as may be limited in Article VII above, the power to adopt, alter, amend or repeal bylaws of the Corporation ("Bylaws") shall be vested in the Board, and shall be governed by the provisions of the Bylaws relating to amendment thereof.

#### ARTICLE IX - Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation (1) in a manner consistent with the Purpose, including to such organization or organizations organized and operated exclusively for tax-exempt purposes who irrevocably commit to utilize the assets exclusively for the Purpose and who shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

B. Any assets not disposed of by the Board as provided herein, shall be disposed of by a court of competent jurisdiction in Orange County, Florida, exclusively for tax-exempt purposes relating to the Purpose or to the Board of County Commissioners of Orange County, Florida or any subdivision thereof for public purposes.

#### ARTICLE X – Membership

The Corporation shall not have any members.

#### ARTICLE XI – Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Tamiko N. Fletcher

Street Address

4742 Spindle Tree Lane, Orlando, FL 32829



LISTEN. SOLVE. EMPOWER.  
P/F: 407.392.0318 W: bmdpl.com  
Citrus Center, 255 South Orange Avenue, Suite 700  
Orlando, Florida 32801

**Stephen C. L. Chong**

Member

P: 407.392.0318

D: 407.613.2695

E: [sechong@bmdpl](mailto:sechong@bmdpl)

August 10, 2022

Anissa Butler  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Joanne W. Charles Memorial Foundation, Inc.; Ref. No. N22000000670**

Dear Ms. Butler:

Pursuant to your request, enclosed is the re-executed Amended and Restated Articles of Incorporation for the Joanne W. Charles Memorial Foundation, Inc. The Amendment in its entirety was adopted on August 1, 2022, as indicated in the signature box. Further, we enclose a copy of your letter dated July 5, 2022, acknowledging that the filing fees of \$52.50 have already been submitted. If you have any questions, please let me know. Please be aware that I have changed law firms and have a new address.

Sincerely,

A handwritten signature in black ink, appearing to be "Stephen C. L. Chong", is written over a large, stylized oval shape that serves as a signature box.

Stephen C. L. Chong

cc: Tamiko Fletcher

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 5, 2022

STEPHEN C.L. CHONG, ESQUIRE  
225 E. ROBINSON STREET  
SUITE 600  
ORLANDO, FL 32801

SUBJECT: JOANNE W. CHARLES MEMORIAL FOUNDATION, INC.  
Ref. Number: N22000000670

We have received your document for JOANNE W. CHARLES MEMORIAL FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 622A00014972



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 5, 2022

STEPHEN C.L. CHONG, ESQUIRE  
225 E. ROBINSON STREET  
SUITE 600  
ORLANDO, FL 32801

SUBJECT: JOANNE W. CHARLES MEMORIAL FOUNDATION, INC.  
Ref. Number: N22000000670

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 622A00014972



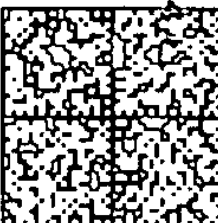


LISTEN. SOLVE. EMPOWER.  
255 South Orange Avenue, Suite 700, Orlando, Florida 32801

Anissa Butler  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

ORLANDO FL 328

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