

To:

Page: 1 of 6

2024-02-23 15:06:47 EST

Holland & Knight, LLP

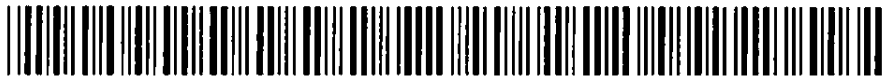
From: Sabrina.Lappen@hklaw.com

1723 000014855

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000073570 3)))



H240000735703ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
Phone : (904)353-2000
Fax Number : (904)358-1872

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
TALLAHASSEE, FL
FEB 23 2024

2024 FEB 23 AM 9:24

FILED

RECEIVED

2024 FEB 23 PM 4:11

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DEANGELIS DIAMOND FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

(((H24000073570 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEANGELIS DIAMOND FOUNDATION, INC.
(A Florida Nonprofit Corporation)**

In compliance with the requirements of section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), the Articles of Incorporation of the DeAngelis Diamond Foundation, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety to read as follows (hereinafter referred to as the "Articles of Incorporation"):

**ARTICLE I
Corporate Name**

The name of the corporation shall be: DEANGELIS DIAMOND FOUNDATION, INC. (the "Corporation").

**ARTICLE II
Principal Office**

The principal street and mailing address of the Corporation is:

6635 Willow Park Drive
Naples, FL 34109

**ARTICLE III
Purpose**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, literary, and scientific 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 section of any future federal tax code. Specifically, the Corporation is organized and shall be operated to: (i) provide financial and other assistance to members of underprivileged or disadvantaged or communities both internationally and in the United States, including Collier County, Florida, and other communities where DeAngelis Diamond Construction, LLC, has offices; (ii) to provide assistance to other not-for profit organizations with purposes similar to, or with activities in furtherance of, the purposes set forth herein; and (iii) subject to any limitations set forth herein, to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

FILED
2024 FEB 29 AM 9:24
CLERK OF DISTRICT COURT
NAPLES COUNTY, FL

(((H24000073570 3)))

(((1124000073570 3)))

ARTICLE IV**Membership**

The Corporation shall not have members.

ARTICLE V**Initial Directors and/or Officers**

Section 5.1 – Powers. The affairs of the Corporation shall be governed by, and all corporate powers will be exercised by, a Board of Directors.

Section 5.2 – Number and Designation. The number of Directors (not less than three) will be as provided in the Bylaws. The Board of Directors currently has four (4) members, and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Diamond, Chairman	6635 Willow Park Drive, Naples, FL 34109
Brett Diamond	6635 Willow Park Drive, Naples, FL 34109
John DeAngelis	6635 Willow Park Drive, Naples, FL 34109
Christian Young	6635 Willow Park Drive, Naples, FL 34109

Additional or successor members the Board of Directors shall be elected or appointed according to the procedures set forth in the Bylaws. The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event, there shall never be less than three (3) members on the Board of Directors. These Articles of Incorporation do not need to be amended each time new Directors are appointed.

ARTICLE VI**Charitable Limitations**

Section 6.1 – No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount; and to make payments and distributions in furtherance of the Corporation's purposes set forth in Article III hereof.

Section 6.2 – No Political Activities; No Substantial Lobbying Activities. 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

(((1124000073570 3)))

(((H24000073570 3)))

(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6.3 – Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall make distributions for each taxable 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;

(b) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

Section 6.4 – Charitable Savings Clause. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Dedication of Assets

Upon the dissolution, termination, or winding up of the Corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE VIII

Indemnification

Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to

(((H24000073570 3)))

(((1124000073570 3)))

which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if: (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE IX

Registered Agent

The name of the registered agent of the Corporation, who is authorized to receive service of process is Christian Young. The street address of the initial registered office of the Corporation is 6635 Willow Park Drive, Naples, Florida 34109.

FILED

2024 FEB 23 AM 9:24

CLERK OF COURT
TALLAHASSEE, FL

(((H24000073570 3)))

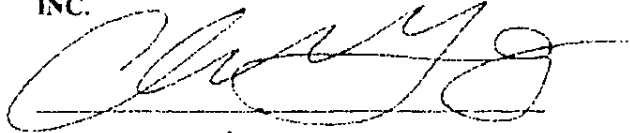
(((H124000073570 3)))

CERTIFICATE

Pursuant to section 617.1001, *et seq.*, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of the DeAngelis Diamond Foundation, Inc. (the "Corporation"), did not require any member approval and, therefore, were approved and duly adopted by the Board of Directors with a sufficient number of votes on February 23, 2024. These Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes this document on behalf of the Corporation on February 23, 2024.

DEANGELIS DIAMOND FOUNDATION,
INC.



By: Christian Young

Its: Director

2024 FEB 23 AM 9:24
CLERK OF DISTRICT COURT
TALLAHASSEE, FL

FILED

(((H124000073570 3)))