

N23915

(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



400241510664

11/19/12---01005--017 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV 19 PM 2:57

Amended & Restated

NOV 20 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: John Hall Charities of Clay County, Inc.

DOCUMENT NUMBER: N23915

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

Please return all correspondence concerning this matter to the following:

Virginia S. Hall

(Name of Contact Person)

John Hall Charities of Clay County, Inc.

(Firm/ Company)

Post Office Box 395

(Address)

Green Cove Springs, FL 32043

(City/ State and Zip Code)

virginiashall@msn.com

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

For further information concerning this matter, please call:

Virginia S. Hall

(Name of Contact Person)

at (904) 860-8739

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOHN HALL CHARITIES OF CLAY COUNTY, INC.
A Florida "Not-for-Profit" Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV 19 PM 2:57

WHEREAS, John Hall Charities of Clay County, Inc. (the "Corporation") originally filed Articles of Incorporation on December 18, 1987;

WHEREAS, Article X of the original Articles of Incorporation provided for amendments to the Articles of Incorporation;

WHEREAS, there are currently no members of the Corporation.

NOW, THEREFORE, the Board of Directors of the Corporation hereby adopt the following Amended and Restated Articles of Incorporation pursuant to Section 617.1007 of the Florida Not-for-Profit Corporation Act.

A. Name of Corporation: The name of the Corporation is John Hall Charities of Clay County, Inc.

B. Principal Office: The principal office of the Corporation is located at 3170 Highway 17, Green Cove Springs, Florida 32043.

C. Mail Address: The mailing address of the Corporation is Post Office Box 395, Green Cove Springs, Florida 32043.

D. Registered Agent: The name of the Registered Agent of the Corporation is Virginia S. Hall. The address of this Registered Agent is 3170 Highway 17, Green Cove Springs, Florida 32043.

E. Duration/Membership: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

F. Board of Directors: The method of selection of the Board of Directors and number of Directors shall be stated in the Bylaws.

G. Corporate Purposes: The purposes of which this Corporation is formed are exclusively charitable, educational, and scientific and consist of the following:

1. This Corporation is formed exclusively for charitable and education purposes within the meaning of section 501c3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. To aid, support, and assist by gift, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or education purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and education purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 c 3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

H. 501 C 3 Limitations:

1. **Corporate Purposes:** Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under Section 501 c 3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.
3. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and education purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.


4. **Lobbying and Political Campaigns:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 c 3 of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"Private Foundation" Provisions:** In the event this Corporation is considered to be a "Private Foundation" by the United States Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b) The Corporation will not engage in any act of self-dealing as defined in section 4941d of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c) The Corporation will not retain any excess business holdings as defined in section 4943 c of the Internal Revenue Code, or the corresponding section of any future tax code.
 - d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. **Indemnification:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement

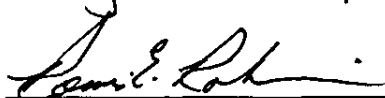
of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

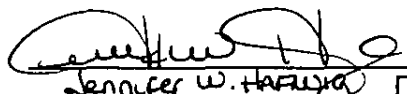
These Amended and Restated Articles of Incorporation are hereby unanimously adopted and executed by the Board of Directors on this 2 day of November, 2011.



Virginia S. Hall Director



Robert E. Robinson Director

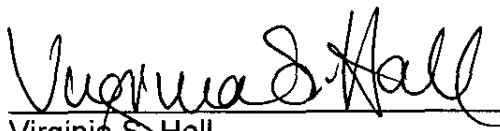


Jennifer W. Hall Director

REGISTERED AGENTS

Acceptance of Appointment

I hereby accept my appointment as Registered Agent for John Hall Charities of Clay County, Inc., a Florida not-for-profit Corporation.



Virginia S. Hall

November 2, 2011
Date