

N24000005082

THOMAS A MOSELEY CHTD

Florida Department of State

Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA BOYS & GIRLS CLUBS, INC**

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AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
FLORIDA BOYS & GIRLS CLUBS, INC.

The undersigned, being the Chief Executive Officer of the corporation, hereby certifies that:

1. The name of the corporation is FLORIDA BOYS & GIRLS CLUBS, INC.
2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State on April 4, 2024.
3. In accordance with Florida Statutes, all the members and all the directors have approved the amendment to the Articles of Incorporation, which is attached hereto and made a part hereof. The directors are the sole members and the number of votes cast for this amendment by such members was sufficient for approval by them.

IN WITNESS WHEREOF, the corporation has caused this amendment to be signed in its name by its Chief Executive Officer and the corporate seal to be affixed on January 12, 2025.

By: 
Joseph Davis
As Its Chief Executive Officer

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FLORIDA BOYS & GIRLS CLUBS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is FLORIDA BOYS & GIRLS CLUBS, INC.

2. PURPOSE. The purpose for which the corporation is organized is:

A. Accept donations in accordance with the gift acceptance policy approved by the Board of Directors of the Corporation;
B. To raise funds and solicit contributions on behalf of the Corporation;
C. To manage the investments of the Corporation;
D. To exclusively carry on charitable, educational or other qualified activities within the meaning of Internal Revenue Code Section 170(c)(2) and Regulation 1.509(a)-4(c)(2) or the corresponding section of any future federal tax code or regulation ("Charitable Activities") by providing financial support to the Charitable Activities, including charitable programs or projects of the Florida Alliance of Boys & Girls Clubs, Inc. ("Alliance") and charitable contributions ("Charitable Contributions") to Boys & Girls Clubs located within the State of Florida, which are members in good standing of Boys & Girls Clubs of America, Inc. and the Florida Alliance of Boys & Girls Clubs, Inc. and which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any Charitable Contributions or financial support for Charitable Activities of the Alliance shall be approved by the Alliance Board of Directors.

3. CAPITAL STOCK. The corporation, a corporation not for profit under Chapter 617, Florida Statutes, shall have no capital stock and no member shall have any right or title to any asset of the corporation.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. MEMBERSHIP. The members of the Board of Directors shall be the only members of this Corporation.

6. EARNINGS. 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 and to make payments and distributions in furtherance of the purpose set forth in paragraph 2 hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal

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income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax law.

7. PRIVATE FOUNDATION STATUS. During any period that the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code, or corresponding section of any future tax law, the corporation will:

A. Distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding section of any future federal tax law.

B. Not engage in any act of "self dealing" as defined in §4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

C. Not retain any "excess business holdings" as defined in §4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax law.

D. Not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding section of any future federal tax law.

E. Not make any "taxable expenditures" as defined in §4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

8. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1010 Winderley Place, Unit 133, Maitland, FL 32750, and the name of the initial registered agent of the corporation at that address is Richard Cieslak. The principal business address of the corporation is 3130 Fruitville Road, Sarasota, FL 34237.

9. NUMBER OF DIRECTORS. The corporation shall have five directors, initially. The number of directors may be increased or diminished from time to time, by by-laws by the directors but shall never be less than three.

10. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Richard Cieslak	1010 Winderley Place, Unit 133, Maitland, FL 32750
Megan McCarthy Beauvais	7500 Davis Blvd, Naples, FL 34104
Ashley Kaiser	1275 Peachtree St NE, Atlanta, GA 30309
Brian Manderfield	1275 Peachtree St NE, Atlanta, GA 30309
Jodi Stamey	1275 Peachtree St NE, Atlanta, GA 30309

11. INCORPORATOR. The name and address of the incorporator is:

Thomas A. Moseley, 1724 Manatee Avenue West, Bradenton, Florida 34205.

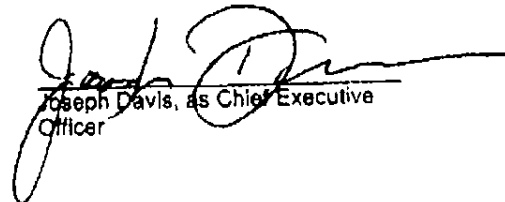
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12. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a two thirds vote of the Board of Directors, proposed by them to the members and approved at a meeting of members by a majority of the members entitled to vote thereon if there are members admitted; otherwise by a two thirds vote of the Board of Directors; unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

13. DISSOLUTION. Upon dissolution of the corporation, any assets remaining shall be distributed to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and the Florida Alliance of Boys & Girls Clubs, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as shall be determined by the affirmative vote of a majority of the Board of Directors. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation on January 11, 2025.


Joseph Davis, as Chief Executive Officer

STATE OF FLORIDA
COUNTY OF ~~MANATEE~~
LEON KB 01/14/2025

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11 day of January, 2025, by Joseph Davis, who:

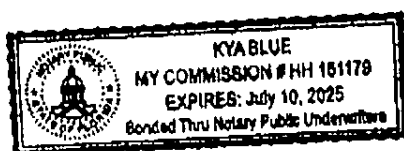
() is personally known to me,


(☒) has produced a current Florida drivers license.

() has produced _____ as

Identification.

Notary Seal




Notary Public - State of Florida
Printed Name: Kya
My Commission Expires: July 10, 2025

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ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

Richard Cieslak

Richard Cieslak, Resident Agent

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