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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COMMUNITY FOUNDATION, INC.,
changing its name to
"THE COMMUNITY FOUNDATION FOR NORTHEAST FLORIDA, INC."
(Adopted October 30, 2012)

The President and the Secretary of The Community Foundation, Inc., a nonprofit corporation, organized and existing under the laws of the State of Florida (the "Corporation"), hereby certify that the Board of Directors of the Corporation on the 30th day of October, 2012, unanimously adopted the following Amended and Restate Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation shall be:

The Community Foundation for Northeast Florida, Inc.

ARTICLE TWO

Perpetual Duration

The Corporation shall have perpetual duration.

ARTICLE THREE

Purposes and Powers of the Corporation

The Corporation shall be organized and operated as a nonprofit corporation under the provisions of Chapter 617, Florida Statutes. The Corporation is a community foundation the purposes of which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation was organized, and at all times shall be operated exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) and in a manner that, in the absolute discretion of the Board of Trustees, most effectively will promote the well-being of the people of the Jacksonville, Florida, area and other areas in the Northeast Florida/Southeast Georgia region (collectively "the Northeast Florida Community"). In furtherance of such purposes, the Corporation shall have full power and authority:

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- (a) To acquire or receive from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unity or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes of the Corporation;
- (b) To distribute property and to extend financial aid and support through grants, gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in the Articles of Incorporation, or in accordance with determinations made by the Board of Trustees pursuant to the Articles of Incorporation;
- (c) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to other qualified charitable organizations or for charitable purposes;
- (d) To modify any restriction or condition on distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Trustees (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Northeast Florida Community;
- (e) To engage in charitable functions and activities, not inconsistent with the purposes set forth in the Articles of Incorporation, to develop and coordinate the philanthropic resources of the Northeast Florida Community, and to promote and improve philanthropy in the Northeast Florida Community by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of the Northeast Florida Community;
- (f) To take all other action necessary or incidental to performing the purposes listed above and to do whatever the Board of Trustees deems necessary, useful, advisable, or conducive, directly or indirectly, to carry out the purposes of the Corporation set forth in the Articles of Incorporation and the Bylaws, including the exercise of all other power and authority granted to nonprofit corporations under the provisions of Florida law (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code);
- (g) To act as trustee for any charitable lead trust and charitable remainder trust when the Corporation, or a component fund of the Corporation, is the sole vested charitable beneficiary of such trust;

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- (h) To issue charitable gift annuities when the Corporation, or a component fund of the Corporation, is the sole charitable beneficiary of such charitable gift annuity; and
- (i) To form and/or manage non-component funds, including those of supporting organizations under Section 509(a)(3) of the Internal Revenue Code.

The Corporation shall be subject to the limitations set forth in Article Four below and shall engage only in those activities that are consistent with the purposes set forth in this Article Three that will entitle the Corporation to charitable status under Section 501(c)(3) of the Internal Revenue Code. No specific power described in this Article Three may be exercised, or exercised in such a manner that such exercise or the manner in which it is exercised, would disqualify the Corporation for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Publicly Supported Tax-Exempt Community Foundation:

Limitations on Powers

In exercising its powers the Corporation shall be subject to the following limitations:

(A) No part of the capital or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or Trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation to officers, Trustees and third persons for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Amended and Restated Articles of Incorporation.

(B) The Corporation shall not attempt to influence legislation by engaging in lobbying or other activities to an extent that such lobbying or other activities would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of such attempts to influence legislation. The Corporation shall not engage, directly nor indirectly, in any political campaign activities on behalf of or in opposition to any candidate for public office (including the publication or distribution of statements).

(C) The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, or (b) a corporation,

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contributions to which are deductible for federal income tax purposes under Section 170(c)(1) or (2) of the Internal Revenue Code, and for federal estate tax purposes under Section 2055(a)(1) or (2) of the Internal Revenue Code.

ARTICLE FIVE

Board of Directors

(Board of Trustees)

The Board of Directors of the Corporation shall be designated the "Board of Trustees" and shall have general charge of the affairs and any property and assets of the Corporation. Members of the Board of Trustees shall be referred to as a Trustee or Trustees. As provided in Section 671.0202(d), Florida Statutes, the manner in which Trustees are to be appointed or elected is set forth in the Bylaws. All powers and authority of the Corporation shall be vested in and shall be exercised and performed by or under the authority of the Board of Trustees, and the Trustees shall control and manage all business and affairs of the Corporation. The Board of Trustees shall adopt Bylaws of the Corporation and may from time to time amend such Bylaws as provided therein. The Board of Trustees shall exercise, perform and control the powers, duties and functions of the Corporation at all times and in all ways in accordance with the requirements of the Corporation's Articles of Incorporation, the Bylaws, state statutes, federal law (including applicable provisions of the Internal Revenue Code), common law, court decisions, or otherwise. The terms of Trustees and additional authority, power and limitations thereof are set forth in the Bylaws.

The names and addresses of the initial members of the Board of Trustees were:

Name

Address

James L. Ade

3000 Independent Square
Jacksonville, Fl 32202

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Thomas R. McGehee

3350 Phillips Highway
Jacksonville, FL 32207

Robert T. Shircliff

2529 Gulf Life Tower
Jacksonville, FL 32207

ARTICLE SIX

Officers

The Board of Trustees may elect officers of the Corporation as provided in the Bylaws, the terms and powers of whom may be provided in the Bylaws.

ARTICLE SEVEN

Registered Office and Agent

The registered office of this Corporation in the State of Florida is 245 Riverside Avenue, Suite 310, Jacksonville, Florida 32202, and the name of the current registered agent of this Corporation is Nina M. Waters. The Board of Trustees may, from time-to-time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE EIGHT

No Members

The Corporation shall have no members.

ARTICLE NINE

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of the Trustees then in office.

ARTICLE TEN

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H12000288698Incorporator

The name and address of the Incorporator of this Corporation was:

L. Andrew Bell

112 West Adams Street

Jacksonville, FL 32202

ARTICLE ELEVENDate of Adoption of Amended and RestatedArticles of Incorporation and Vote of Directors

These Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation on October 30, 2012, by unanimous vote. There are no members of the Corporation and hence none are entitled to vote.

ARTICLE TWELVEDissolution of Corporation

Upon dissolution of the Corporation, the Board of Trustees, shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation as provided in the Bylaws.

IN WITNESS WHEREOF, The Community Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President, its corporate seal to be affixed thereto, and the foregoing to be attested by its Secretary.

This 30th day of October, 2012.

THE COMMUNITY FOUNDATION, INC.

By: 

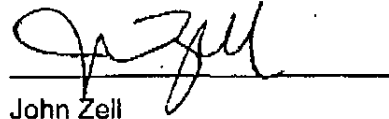
Nina M. Waters

President

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ATTEST:

A handwritten signature in dark ink, appearing to read 'John Zell', is written over a horizontal line.

John Zell

Secretary

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