

N33963

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.

(((H15000302496 3)))



H150003024963ABC7

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 : (650) 617-6380

From:

Account Name : CAUTHEN AND FELDMAN, P.A.
Account Number : I19980000085
Phone : (352) 343-2225
Fax Number : (352) 343-7759

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

Email Address: billc@cflegal.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
J. CARLISLE ROGERS, RUTH G. ROGERS & JAMES
CARLISLE**

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

15 DEC 23 PM 1:33

15 DEC 23 PM 8:18

FILED

DEC 28 2015

C McNAIR

H15000302496 3

AMENDED AND RESTATED**ARTICLES OF INCORPORATION
OF****J. CARLISLE ROGERS, RUTH G. ROGERS &
JAMES CARLISLE ROGERS, JR., FAMILY FOUNDATION, INC.
(A Corporation Not-for-Profit)****FILED**
15 DEC 23 PM 8:18

Pursuant to Section 617.1001, Florida Statutes, the J. CARLISLE ROGERS, RUTH G. ROGERS & JAMES CARLISLE ROGERS, JR., FAMILY FOUNDATION, INC., a corporation not for profit organized and filed in the office of the Florida Department of State on August 28, 1989, has adopted the following Amendment and Restatement of its Articles of Incorporation and hereby certifies as follows:

ARTICLE IName and Address

The name and address of this corporation shall be: J. CARLISLE ROGERS, RUTH G. ROGERS & JAMES CARLISLE ROGERS, JR., FAMILY FOUNDATION, INC., 215 N. Joanna Avenue, Tavares, FL 32778.

ARTICLE IIDuration

The corporation shall have perpetual existence.

ARTICLE IIIPurposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

H15000302496 3

H15000302496 3

ARTICLE IV
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its, trustees, 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 purposes set forth in Article III 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other 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 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) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Trustees shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

H15000302496 3

ARTICLE V**Membership**

The Corporation shall have no members.

ARTICLE VI**Subscribers**

The name and address of the original subscribers are:

William H. Cauthen
215 N. Joanna Ave.
Tavares, FL 32778

H. John Feldman
215 N. Joanna Ave.
Tavares, FL 32778

Phyllis A. Butler, deceased

ARTICLE VII**Officers**

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Trustees shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies shall be filled by the Board of Trustees at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	WILLIAM H. CAUTHEN
Vice President:	PHILIP BRAUN
Secretary:	HOWARD H. HEWITT
Treasurer:	HOWARD H. HEWITT

ARTICLE VIII**Board of Trustees**

Control of the affairs of the corporation shall be vested in the Board of Trustees consisting of not less than three (3) Trustees, who shall be elected on an annual basis. The number of Trustees may be increased or decreased, by an eighty percent vote of the Board of

H15000302496 3

Trustees, but shall never be less than three (3) Trustees. The initial Board of Trustees shall be composed of three (3) Trustees. The Board of Trustees shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies on the Board of Trustees shall be filled by an eighty percent vote of the remaining Trustees of the Board. Any Trustees of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the Board of Trustees. Each member of the Board of Trustees need not be a member of the corporation as a condition precedent to election or appointment to the Board. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
WILLIAM H. CAUTHEN	215 N. Joanna Ave., Tavares, FL 32778
PHILIP BRAUN	600 E. Dixie Ave., Leesburg, FL 34748
HOWARD H. HEWITT	3939 CR 48, Okahumpka, FL 34762

ARTICLE IX

Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

ARTICLE X

Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Trustees by an eighty percent vote at any regular or special meeting of the Board of Trustees. All proposed Amendments shall be submitted to each member of the Board of Trustees at least ten days prior to the meeting date.

ARTICLE XI

Registered Office and Agent

The registered office of the corporation shall be: 215 N. Joanna Ave., Tavares, FL 32778.

The registered agent shall be: William H. Cauthen.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

H15000302496 3

ARTICLE XII**Effective Date**

The date that the corporate amendment and restatement shall be effective is January 1, 2016. This election is pursuant to Florida Statute 617.0123.

The Amendment and Restatement of the Articles of Incorporation of J. CARLISLE ROGERS, RUTH G. ROGERS & JAMES CARLISLE ROGERS, JR., FAMILY FOUNDATION, INC. were adopted by the President of the corporation by a vote sufficient for approval on the 23rd day of December 2015.

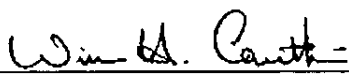


William H. Cauthen, President

ACCEPTANCE

I hereby accept appointment as Registered Agent of J. CARLISLE ROGERS, RUTH G. ROGERS & JAMES CARLISLE ROGERS, JR., FAMILY FOUNDATION, INC.

Dated: December 23, 2015.



William H. Cauthen, Registered Agent