

N46132

(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



900286037119

05/24/16--01017--003 \*\*43.75

2016 JUN -5 PM 1:34  
FILED

FILED

cc

Amended  
Restated

JUN 08 2016

LA BRITTON

# Defeat Diabetes Foundation

A 501(c)(3) Nonprofit Charity



May 20, 2016

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

Enclosed are the Amended and Restated Articles of Incorporation of  
Defeat Diabetes Foundation, Inc. Document No. N46132.

Enclosed is a check for filing fee and certified copy, \$43.75.

Please send to our corporate office, 150 153<sup>rd</sup> Avenue, Suite 300, Madeira Beach FL  
33708.

Thank you.

Yours truly,



Jerald Y. Mandell  
Treasurer/Secretary  
jmandell@DefeatDiabetes.org



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
16 JUN -6 PM 4:51

STATE  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

May 25, 2016

DEFEAT DIABETES FOUNDATION INC  
% JERALD Y. MANDELL  
150 153RD AVE - STE. 300  
MADEIRA BEACH, FL 33708

SUBJECT: DEFEAT DIABETES FOUNDATION, INC.  
Ref. Number: N46132

We have received your document for DEFEAT DIABETES FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 016A00011114

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**DEFEAT DIABETES FOUNDATION, INC.  
A Florida Not-For-Profit Corporation**

FILED  
2016 JUN -6 PM 1:34  
SEC.  
TALLAHASSEE

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Defeat Diabetes Foundation, Inc.

**ARTICLE II  
CORPORATE ADDRESS**

The mailing address of the corporation is:

150 153<sup>rd</sup> Avenue  
Suite 300  
Madeira Beach, FL 33708-1856

**ARTICLE III  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for the purposes set forth in Section 617.0301, Fla. Stat. (2016), as amended

**ARTICLE IV  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which the corporation is formed are:

A. For all the purposes for which a corporation may be chartered under the laws relating to corporations not-for-profit as set forth in Chapter 617, Fla. Stat.(2016), as currently in force and as amended from time to time. No assets, or income, of the corporation shall be distributable to, or inure to the benefit of the directors or officers.

B. Research, identifying, informing and educating the diabetic community as to the benefits of health and fitness in dealing with the diabetic condition and anything else that will benefit a present or potential diabetic in dealing with present or future diabetes.

C. To operate exclusively in any other manner for such charitable or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) or any other provision of Section 501 of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE VI  
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of Directors, consisting of not less than three (3) persons. The number of directors of the corporation shall be three (3), provided however, that such number may be changed in accordance with the Bylaws of the Corporation.

The Directors named herein as the Board of Directors shall hold office, as herein provided, and until their successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

The names and addresses of such members of the Board of Directors and their terms are as follows:

<b>BOARD OF DIRECTORS</b>	<b>TERMS AND UNTIL THEIR SUCCESSORS ARE ELECTED</b>
• Andrew P. Mandell 150 153 <sup>rd</sup> Avenue, Suite 300 Madeira Beach, FL 33708	One (1) Year
• Stephen J. Leone 67 Green Street Newton, MA 02458	One (1) Year
• Jerald Y. Mandell 150 153 <sup>rd</sup> Avenue, Suite 300 Madeira Beach, FL 33708	One (1) Year
• Clarence E. Center, Jr. 898 85 <sup>th</sup> Avenue N. St. Petersburg, FL 33702	One (1) Year

Dawn M. Swidorski  
1500 Quesada Avenue  
San Francisco, CA 94124

One (1) Year

Lisa M. Rasolt  
150 153<sup>rd</sup> Avenue, Suite 300  
Madeira Beach, FL 33708

One (1) Year

Stan Neckar  
150 153<sup>rd</sup> Avenue, Suite 300  
Madeira Beach, FL 33708

One (1) Year

Michael J. Risoldi  
3023 Eastland Blvd., Suite 101  
Clearwater, FL 33761

One (1) Year

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such as provided in the Bylaws for that action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by the required majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Executive Director, Vice President, Chief Operating Officer, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the Directors to elect from time to time.

#### **ARTICLE VII MEMBERSHIP**

The corporation shall have no members.

#### **ARTICLE VIII STOCK**

The corporation shall not be authorized to issue any stock.

**ARTICLE VIX  
EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 purposes set forth in these Articles.

B. 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.

C. 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 as amended (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 as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

**ARTICLE X  
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

**ARTICLE XI  
INCORPORATOR**

The name and address of the sole Incorporator of the corporation is:

Andrew P. Mandell  
150 153<sup>rd</sup> Avenue  
Madeira Beach, FL 33708

**ARTICLE XII  
REGISTERED AGENT AND OFFICE**

The corporation's registered agent and office are:

Jerald Y. Mandell  
16318 2<sup>nd</sup> Street East  
Redington Beach, FL 33708

**ARTICLE XIII  
AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in Chapter 617, Fla. Stat. (2016) as amended, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors, adopted by a majority vote.

**ARTICLE XIV  
DEDICATION OF ASSETS**

The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

**ARTICLE XV  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 617.0831, Fla. Stat. (2016), as amended.

**ARTICLE XVI  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:



1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or committee.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

## **ARTICLE XVII AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by the Board of Directors, by a majority vote.

## **ARTICLE XVIII ENABLING PROVISIONS**

To promote the Corporate purposes set forth in these Articles, the Corporation is empowered:

**Section 1.** To do any legal acts and things which may be in the discretion of the Board of Directors, to further the above stated purposes and to such end to organize, maintain and support.

**Section 2.** To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above.

## **ARTICLE IX EXEMPT PURPOSE**

No part of the net earnings or any non-compensatory benefits of the Corporation shall inure to the enhancement of, or be distributed to its Members, Directors, Officers or other private persons, except the Corporation is authorized to pay reasonable compensation for services rendered including a Member, Director, Officer or other private person rendering said services, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

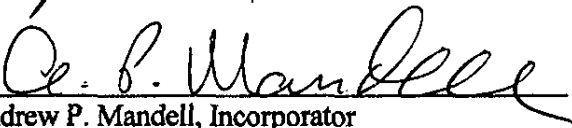
## **ARTICLE XX UNAUTHORIZED ACTION**

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

**Section 1.** A corporation exempt from the Federal Income Tax under Sections 501(c)(3) and 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue Law.

**Section 2.** A corporation receiving contributions which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, as of this 4<sup>th</sup> day of MAY, 2016.

  
Andrew P. Mandell, Incorporator

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
Jerald Y. Mandell

The date of each amendment(s) adoption: MAY 4, 2016, if other than the date this document was signed.

Effective date if applicable: MAY 4, 2016  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated JUNE 3, 2016

Signature J Mandell  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

GERALD Y. MANDELL  
(Typed or printed name of person signing)

SECRETARY / TREASURER  
(Title of person signing)