

Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6380

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Account Name : TAVISTOCK GROUP
Account Number : I20130000052
Phone : (407)909-9957
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TAVISTOCK FOUNDATION, INC.**

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R. WHITE
DEC 13 2018

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2018 DEC 12 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FL**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****TAVISTOCK FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE ONE**NAME**

The name of this corporation shall be **Tavistock Foundation, Inc.** (the "Corporation").

ARTICLE TWO**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be **9350 Conroy Windermere Road, Windermere, Florida 34786.**

ARTICLE THREE**PURPOSES AND POWERS**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the purposes set forth in the bylaws and the making of distributions to or on behalf of organizations which qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The Corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the Corporation.

ARTICLE FIVE

OFFICERS

The officers shall be elected as provided for in the bylaws of the Corporation.

ARTICLE SIX

MEMBERS

The Corporation shall have no members.

ARTICLE SEVEN

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE EIGHT

NONDISCRIMINATORY POLICY

This Corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this Corporation may be made is **National Registered Agents, Inc.** The registered agent and the Corporation's registered office are located at **1200 S. Pine Island Road, Plantation, Florida 33324.**

ARTICLE TEN

EARNINGS AND ACTIVITIES

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Three 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 or in opposition to any candidate for political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE ELEVEN

PRIVATE FOUNDATION RESTRICTIONS

If, at any time, the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617. 0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

1. Distribute its income for each tax year for the purposes set forth in Article Three, hereinabove; at a time, in a manner and in such amounts as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and
2. Not engage in any act of self-dealing as defined in Section 4941(d) of the Code that would subject the corporation to tax under Section 4941 of the Code; and
3. Not retain any excess business holdings as defined in Section 4943(c) of the Code, that would subject the corporation to tax under Section 4943 of the Code; and
4. Not make any investments in a manner that would jeopardize the carrying out of any of the exempt purposes of the corporation within the meaning of Section 4944 of the Code that would subject it to tax under Section 4944 of the Code; and
5. Not make any taxable expenditure as defined in Section 4945 of the Code that would subject the corporation to tax under Section 4945 of the Code.

ARTICLE TWELVE

DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its trustees, directors, officers, employees and agents, and former trustees, directors, officers, employees and agents, from and against all liabilities and obligations, including reasonable attorneys' fees, incurred in connection with any actions taken or failed to be taken by said trustees, directors, officers, employees and agents, in their capacity as such except for willful misconduct or gross negligence.

ARTICLE FOURTEEN

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose at which a quorum is present.


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SIGNATURES ARE ON THE FOLLOWING PAGE

CERTIFICATE

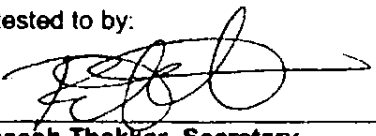
1. This restatement contains amendments to the articles of incorporation that do not require member approval.
2. The restated articles of incorporation as set forth above constitute all the articles of incorporation of Tavistock Foundation, Inc., as amended.
3. The date of adoption of the amendments was the 10th day of Dec, 2018.
4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 10th day of 2018.



Vivienne C. Lewis, President

Attested to by:



Rasesh Thakkar, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I **HEREBY CERTIFY** that on the 10 day of DECEMBER, 2018, before me, the undersigned authority, personally appeared **Vivienne C. Lewis** as President and **Rasesh Thakkar** as Secretary, both well known to me and known to be the persons described in and who executed the foregoing instrument, or presenting _____ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.



Notary Public – State of Florida

