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Amended Petition
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EDGAR W. McCURRY, JR.
ATTORNEY AT LAW
3161-4 ST. JOHNS BLUFF ROAD SOUTH
JACKSONVILLE, FLORIDA 32246
TELEPHONE (904) 645-6555
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July 1, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation
The McCurry Foundation, Inc.

Dear Sir or Madam:

Enclosed herewith is escrow account check in the amount of \$43.75, representing the \$35.00 filing fee and \$8.75 certified copy fee, together with six page Amended and Restated Articles of Incorporation. Kindly file such document and return a certified copy to our office.

Thank you for your assistance in this regard.

Very truly yours,


Pamela S. Stefansen

Enclosure

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE McCURRY FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned corporation, pursuant to Florida Statutes section 617.1007 (2002), hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1

1.01. CORPORATION NAME. The name of this corporation is:

"The McCurry Foundation, Inc."

ARTICLE 2

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE 3

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) The corporation is organized and shall be operated exclusively as a private foundation for charitable and educational purposes, generally providing financial assistance to local charities, ministries, and schools, particularly for the benefit of children, in the form of donations, grants or scholarships. The corporation is authorized to engage in any and all lawful activities incidental to the foregoing purposes, (except as restricted herein), including:

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- (i) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, and property of any sort, without limitation as to amount of value, and to use, disburse, or donate the income or principal thereof for the purposes listed above.
- (ii) In general, to carry on other legal activity or activities not specifically prohibited to non-profit corporations under the laws of the State of Florida so long as such activities are permissible to tax-exempt corporations and private foundations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or as subsequently amended) (hereinafter "the Code").

(b) The corporation shall not engage in propaganda, attempt to influence legislation, or participate in any manner in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

(c) The corporation shall 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 Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Code and the regulations of the Treasury Department as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under section 170 of such Code and regulations as they now exist or as they may hereafter be amended.

(i) The corporation shall have all of the rights and powers customary or proper for charitable corporations, as well as those herein specifically set forth. It may receive donations and agree upon the conditions thereof with donors for the purposes within those purposes stated in these articles. It may from time to time invest the funds of the corporation in such property, real, personal, tangible and intangible, as the officers and directors may in their discretion determine. It may buy, own, hold, manage, lease and sell, real and personal property, stocks, bonds, evidences of indebtedness, other

chooses in action, and undivided interests in any of the foregoing. It may purchase and sell as provided in these articles at either public or private sale, without order of any court or other authority. It may act through and by agents, and it may act as agent for others. It may act as trustee for gifts and trusts for purposes included within these articles. The corporation shall have the power to appoint a fiscal agent, such as a bank or trust company doing business in Florida, and may delegate to such agent the care and management, investment and reinvestment of its funds, and the maintenance of its books and records, and may pay to such agent such compensation as may be agreed upon by the Board of Directors and General Staff.

(j) Unless otherwise required by the terms of any contribution to the corporation, the corporation shall have the power, in its discretion, to retain all contributions in the original form in which they may have been received.

(k) Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(l) 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 purposes set forth herein.

(m) To do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of Section 501(c)(3) of the Code.

ARTICLE 4

4.01. NONSTOCK/ NONMEMBERSHIP CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership. The corporation shall have no members, except as otherwise provided in the Bylaws.

ARTICLE 5

5.01. REGISTERED AGENT AND PRINCIPAL OFFICE. The Registered Agent and the street address of the registered office and of the principal office of the corporation in the State of Florida shall be:

Edgar W. McCurry, Jr.
3161-4 St. Johns Bluff Road South
Jacksonville, FL 32246

ARTICLE 6

6.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws, but there shall at all times be at least three and no more than fifteen directors. The method of electing the directors shall be as provided in the Bylaws.

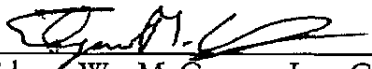
ARTICLE 7

7.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets remaining after the payment or provision for payment of all debts and liabilities of the corporation exclusively to charitable, religious, scientific, literary, or educational organizations qualifying for exemption from federal taxes pursuant to Section 501 (c) (3) of the Code as may be determined by the then existing Board of Directors and, in the absence of such appointment and distribution, to the state of Florida for any public purpose.

ARTICLE 8

8.01. AMENDMENT. The members of the corporation have no right to vote on the amendment of the Articles. The amendments incorporated herein were adopted by the Board of Directors of the corporation on April 5 _____, 2003.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation at Duval County, Florida, for the uses and purposes aforesaid, this 5th day of April, 2003.



Edgar W. McCurry, Jr., Chairman and
President