

N 95000002742

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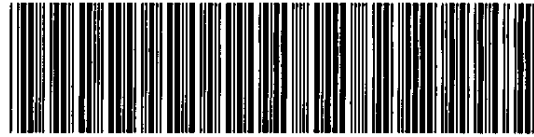
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TALLAHASSEE, FLORIDA

43.75

FILED

Amend
SG

THE WILLIAM JAMES FOUNDATION, INC.

**5111 Ocean Blvd.
Suite C
Sarasota, Florida 34242**

May 7, 2007

Florida Department of State
Division of Corporations
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The William James Foundation
Document Number N95000002742

Gentlemen:

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marjory Schiavo, Secretary
The William James Foundation
5111 Ocean Blvd.
Suite C
Sarasota, Florida 34242

For further information concerning this matter, please call:

Paul D. Smith at (281) 373 5678

Enclosed is a check for the following amount:

\$43.75 for Filing Fee and Certificate of Status

Thank you for your attention to this matter.

Sincerely,



Marjory Schiavo

ARTICLES of AMENDMENT
to
ARTICLES of INCORPORATION
of

THE WILLIAM JAMES FOUNDATION, INC.

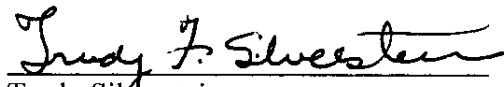
N95000002742

Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments to its Articles of Incorporation:

The Articles of Incorporation are amended and restated in their entirety in the form attached as an Exhibit to these Articles of Amendment.

The date of adoption of the amendment was April 12, 2007.

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.


Trudy Silverstein
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE WILLIAM JAMES FOUNDATION, INC.**

*The undersigned, acting as incorporator of a corporation Pursuant to Chapter 617,
Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE I
Name**

The name of the corporation, hereinafter called the Corporation, is *The William James Foundation, Inc.*

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

5111C Ocean Boulevard
Sarasota, FL 34242

**ARTICLE III
Purposes**

The Corporation is formed exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as it shall be amended from time to time, or the corresponding section of any future United States tax code.

To these ends, the Corporation may hold any property, or any undivided interest therein, without limitation to the amount or value, to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted.

**ARTICLE IV
Manner of election of directors**

The manner in which the directors are elected or appointed shall be as enumerated in the Bylaws of the Corporation, as such Bylaws shall be amended from time to time.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes and further limited as follows:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation
- (b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- (c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1987, or corresponding provisions of any subsequent Federal tax laws.
- (d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision so of any subsequent Federal tax laws.
- (e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws.
- (f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- (g) Notwithstanding any other provisions in its certificate, the Corporation shall not carry on any activities not permitted by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.
- (h) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended.

ARTICLE VI
Registered agent and street address

The name and the street address of the registered agent are:

Roz Hyman
5111 Ocean Boulevard
Suite C
Sarasota, FL 34242

ARTICLE VII
Incorporators

The name and street address of the incorporator are:

Robert Ambrosini
5111C Ocean Boulevard
Sarasota, FL 34242

The undersigned has executed these Amended and Restated Articles of Incorporation this
12th day of April, 2007.

THE WILLIAM JAMES FOUNDATION

By: Trudy F. Silverstein
Trudy F. Silverstein, President