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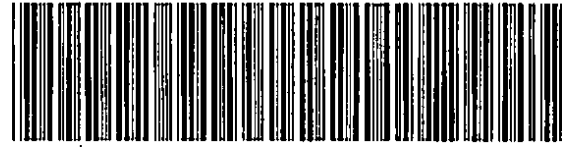
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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Givers Legacy Foundation, Inc.

Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Robert Reynolds

Name of Person

Conroy Baran, LLC

Firm/Company

1316 St. Louis Ave

Address

Kansas City, MO 64101

City/State and Zip Code

rreynolds@conroybaran.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Reynolds

417

496-2467

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GIVERS LEGACY FOUNDATION, INC.**

A Florida not-for-profit corporation

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (the "**Restated Articles**") of Givers Legacy Foundation, Inc., a Florida not-for-profit corporation (the "**Corporation**"), are submitted in accordance with Section 617.1007 of the Florida Statutes Act (the "**Act**") for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Restated Articles shall be as set forth beginning with Article I below.

The information required by Sections 617.01201, 617.1006, and 617.1007 of the Act is as follows:

- (a) The Corporation's present name is "GIVERS LEGACY FOUNDATION, INC."
- (b) The date of filing of the initial Articles of Incorporation of the Corporation was January 26, 1998. The Corporation was assigned document number N98000000484.
- (c) These Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (d) These Restated Articles have been duly executed and are being filed in accordance with Sections 617.1006 and 617.1007 of the Act.
- (e) These Restated Articles were adopted by the Corporation's Board of Directors without member action and member action was not required.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

Section 1.01 The name of this Corporation shall be Givers Legacy Foundation, Inc.

Section 1.02 The Corporation's principal office is located at 1901 Ulmerton Road, Suite 400, Clearwater, FL 33762 with its mailing address being 1901 Ulmerton Road, Suite 400, Clearwater, FL 33762.

**ARTICLE II
PURPOSES**

The specific purposes for which the Corporation is organized are as follows:

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CLERK OF DISTRICT COURT

The Corporation is a public benefit corporation and the purposes of the Corporation are to undertake activities which in the judgment of the Corporation's Board of Directors tend to extend, maintain, and restore the Christian faith and the charitable works associated therewith in the United States and other nations of the world. As a donor advised fund sponsoring organization, the Corporation may acquire and administer funds and property, which, after the payment of necessary expenses, shall be devoted exclusively to religious, charitable, scientific, literary, or educational purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent or future United States Internal Revenue Law (the "Code"). The Corporation may work either directly or indirectly through its cooperation with other public or private agencies having like purposes, including, but not limited to such purposes as:

To establish a pool of managed funds provided primarily by donors to produce long-term benefits to people over multiple generations by directing resources and common effort to the strategic and root causes of security, health, significance, and genuine love in the lives of individuals, their families, and their communities.

To make grants and otherwise support Christian education: including scholarships, conferences, seminars, lectures, and special projects; prepare and publish suitable written materials, books, and audio and video tapes and other media to promulgate the Christian gospel message; provide operating and other needs of parachurch ministries; to teach Christian ethics, accountability, and stewardship for use in business, Christian ministry, and all areas of life; and promote an integrated lifestyle of faith with prayer as the foundation.

To provide humanitarian help in the name of Christ as an expression of His love, through His people, to all the people of the world with a goal of helping people to escape poverty of the soul and poverty of material sustenance for life.

To support vital Christian causes and ministries that are unlikely to be supported by organizations with either secular or Christian interests, especially causes providing local and foreign evangelistic and missionary service and services which free people from addictions, criminal patterns of behavior, and other life controlling problems.

To counsel donors regarding their desires and opportunities to make wise gifts to Christian and other charitable causes and to otherwise solicit, collect, receive, accumulate, administer, and disburse funds and property in such a manner as will, in the sole discretion of the Corporation's Board of Directors, most effectively operate to further the purposes of this Corporation, either directly or by contributions to any organization described in Section 501(c)(3) of the Code.

To do any or all of the things here and above set forth, and all things usual, necessary, and proper in furtherance of or incidental to said purposes.

Notwithstanding any other provision of these Restated Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE III

POWERS

Section 3.01 To further the above purposes for which it is organized, the Corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Florida as follows:

(a) The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Code.

(b) The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would: (1) prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code; or (2) cause it to lose such exempt status.

(c) The Corporation is intended to be a donor advised fund sponsoring organization, and the Bylaws of the Corporation and actions of the Board of Directors shall be consistent with the requirements of the Code and the regulations thereunder regarding such sponsoring organizations.

(d) The Corporation shall not be operated from the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 corporate purposes.

(e) Except as may be permitted from time to time under Section 501 of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(f) The Corporation's operations may be conducted in the United States or in foreign countries, subject to the laws of Florida, or any restrictions or limitations under Federal law.

(g) The Corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Florida concerning its formation and is

not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida. However, if the Corporation shall undertake to do any of the actions or execute any powers set forth herein in any state other than Florida, in the District of Columbia, in any territory, or dependency of the United States, or in any foreign country or dependence thereof, then as to such jurisdictions and to each of them, the Corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

(h) Notwithstanding any other provision of these Restated Articles, the Corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code and (2) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV NO MEMBERS

The Corporation shall have no members.

ARTICLE V DIRECTORS

Section 5.01 The Board of Directors of the Corporation shall govern the Corporation and shall have the rights and powers of a board of directors under the laws of the State of Florida and the United States, as well as such other rights and authority as are herein granted. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. All members of the Board of Directors shall be mature Christian leaders and possess the knowledge and skills and demonstrate the necessary discipline and commitment to perform the purposes of the Corporation.

Section 5.02 The Board of Directors of the Corporation shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the Corporation, may be amended from time to time.

ARTICLE VI DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations then qualified under Section 501(c)(3) of the Code selected by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE VII
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII
AMENDMENTS

These Restated Articles and the Bylaws of the Corporation may be amended in accordance with the Bylaws.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1901 Ulmerton Road, Suite 400, Clearwater, FL 33762, and the name of the registered agent at such address is Robert G. Collins.

IN WITNESS WHEREOF, I have executed these Restated Articles on November 11, 2021.



Robert G. Collins, CEO