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Division of Corporations

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**N98000002604**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE BRUNELL FAMILY FOUNDATION, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE BRUNELL FAMILY FOUNDATION, INC.  
N98000002604  
A Florida Corporation Not For Profit**

Pursuant to Chapter 617, Florida Statutes, The Brunell Family Foundation, Inc., a not-for-profit corporation under the laws of the state of Florida (the "Corporation"), pursuant to the approval of its member and board of trustees, hereby amends and restates the Amended and Restated Articles of Incorporation of the Corporation, which were filed on May 6, 1998 and assigned Document Number N98000002604, and the First Amended and Restated Articles of Incorporation of the Corporation, which were filed on November 15, 2007, and adopts the following Second Amended and Restated Articles of Incorporation (the "Articles").

**ARTICLE I  
NAME**

The name of the Corporation shall be: Catlin's Closet, Inc.

**ARTICLE II  
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address for the Corporation shall be 4550 Ortega Forest Drive, Jacksonville, FL 32210.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code and to exercise all the powers enumerated in Section 617, Florida Statutes; as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida. However, the Corporation is subject to the following limitations:

1. 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 compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Second Amended and Restated Articles of Incorporation;
2. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code;
3. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and

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4. 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 Code, (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.
5. In the event that the Corporation shall at any time be a "private foundation" within the meaning of Section 509(a) of the Code, the Corporation's income, and to the extent income is insufficient, principal for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV** **MEMBERSHIP**

The Corporation shall have Members as provided in the Bylaws of the Corporation.

#### **ARTICLE V** **REGISTERED AGENT**

The name of the Corporation's registered agent in Florida is GY Corporate Services, Inc. The street address of said agent is 225 Water Street, Suite 1750, Jacksonville, FL 32202.

#### **ARTICLE VI** **TERM OF EXISTENCE**

The existence of the Corporation is perpetual.

#### **ARTICLE VII** **BOARD OF TRUSTEES**

The Corporation shall be managed by or under the direction of a Board of Trustees (the "Board"). At all times, there shall be at least three (3) members of the Board. The manner in which the members of the Board are elected or appointed shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE VIII** **SEVERABILITY**

Invalidation of any of the provisions of these Second Amended and Restated Articles of Incorporation by judgment or court order shall in no way affect any other provision, and the remainder of these Second Amended and Restated Articles of Incorporation shall thereafter remain in full force and effect.

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**ARTICLE IX  
DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Court in the State in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine.

**ARTICLE X  
INDEMNIFICATION**

The Members, Board, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida Law.

**ARTICLE XI  
INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

Patrick K. Thornton  
4665 Sweetwater, Suite 105  
Houston, Texas 77479

**ARTICLE XII  
AMENDMENTS**

The Members of the Corporation may amend, alter or repeal any provision of these Seconded Amended and Restated Articles of Incorporation in the manner now or hereinafter provided by Florida law.

*Attached hereto as Exhibit A is the information required to be submitted pursuant to Section 617.1002 and 617.1007(3), of the Florida Statutes.*

*The foregoing duly adopted Restated Articles of Incorporation shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.*

IN WITNESS WHEREOF, the undersigned hereby executes this Second Amended and Restated Articles of Incorporation this 9<sup>th</sup> day of December, 2016.

The Brunell Family Foundation, Inc.



By: Caitlin Brunell, President

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 617, F.S.

  
\_\_\_\_\_  
Signature:

Print Name: STEVEN BOYNE

Dated: 1/6, 2017

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**EXHIBIT A  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

1. The amendments contained in these Second Amended and Restated Articles of Incorporation required the approval of the Members and have been adopted by both the Members and the Board of the Corporation on December 8, 2016.
2. The number of votes cast for the amendments contained in these Second Amended and Restated Articles of Incorporation was sufficient for approval.