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DARDEN DIMES, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DARDEN DIMES, INC.**

In accordance with Section 617.1001 of the Florida Not For Profit Corporation Act (the "Act"), the articles of incorporation of Darden Dimes, Inc., a corporation not-for-profit organized and existing under and by virtue of the Act (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation is Darden Dimes, Inc.

**ARTICLE II. PRINCIPAL OFFICE OF THE CORPORATION**

The street address of the principal office of the Corporation is 1000 Darden Center Drive, Orlando, Florida 32837 or at such other address in the State of Florida as determined by the board of directors from time to time.

**ARTICLE III. PURPOSES AND POWERS OF THE CORPORATION**

(1) This Corporation does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are:

(a) exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

(2) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

(c) Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

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(d) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

#### ARTICLE IV. MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE V. BOARD OF DIRECTORS

(1) The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

(2) The Corporation shall have at least three (3) but not more than eleven (11) directors. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but shall never be less than three (3).

#### ARTICLE VI. POWERS OF DIRECTORS AND OFFICERS

Except as limited by the Articles of Incorporation and the Bylaws, the directors and officers of the Corporation will have the powers and duties as are or may hereafter be provided on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

#### ARTICLE VII. DISSOLUTION

(1) A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

(2) Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VIII. TERM OF EXISTANCE

The Corporation shall exist perpetually.

#### ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Amended and Restated Articles of Incorporation by a majority vote of the Board of Directors of the Corporation.

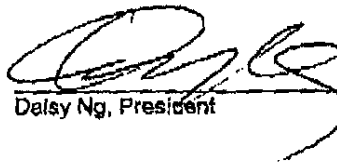
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#### ARTICLE X. BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

The Board of Directors of the Corporation approved the foregoing Amended and Restated Articles of Incorporation on December 8, 2009.



Daisy Ng, President

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**CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DARDEN DIMES, INC.**

The undersigned, Daisy Ng, President of Darden Dimes, Inc., a Florida corporation not-for-profit (the "Corporation"), does hereby certify as follows:

1. There are no members entitled to vote on the adoption of the amendment and restatement of the Corporation's articles of incorporation.
2. The board of directors of the Corporation approved on December 8, 2009 the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 617.1001 and 617.1006 of the Florida Statutes.
3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 617.1007, Florida Statutes.

Darden Dimes, Inc., a Florida corporation not-for-profit

By: 

Daisy Ng, President