

N990000002973

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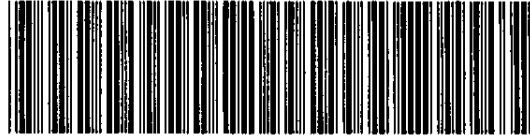
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FILED
15 MAR -5 AM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRM
3-4-15



February 5, 2015

Via U.S.P.S.

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

FILED
15 MAR -5 AM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: N99000002973 Third Amended and Restated Articles of Incorporation of
The St. Joe Community Foundation, Inc.

To Whom It May Concern:

Enclosed please find the following documents:

1. Fully executed Third Amended and Restated Articles of Incorporation of The St. Joe Community Foundation, Inc.
2. Check Number 1993 made payable to the Florida Department of State, Division of Corporations in the amount of \$35.00.

Thank you in advance for your assistance. Please contact me at 850-231-7402 if you have any questions or concerns.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Janet P. Greeno", written over a horizontal line.

Janet P. Greeno
Executive Director

JPG

Enclosures

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ST. JOE COMMUNITY FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

FILED
15 APR -5 AM 12:00
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF ST. JOE

This Third Amended and Restated Articles of Incorporation (the "Third Amended and Restated Articles") of The St. Joe Community Foundation, Inc. (the "Foundation"), is filed pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall replace and supersede the original Articles of Incorporation filed on May 13, 1999, as were further amended and restated.

Article I. Name and Definition. The name of the corporation is: The St. Joe Community Foundation, Inc. (referred to herein as the "Foundation").

Article II. Principal Office and Mailing Address. The location of the Foundation's principal office and mailing address is 133 S WaterSound Parkway, WaterSound, Florida 32413, or at such other place as may be established by resolution of the Board from time to time.

Article III. Purposes. The Foundation is organized exclusively for charitable, 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, or the corresponding section of any future federal tax code, to develop, support, and promote educational programs, community service programs, volunteerism for charitable programs, the arts and youth programs, and any other activities, services, or programs permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, for the benefit of primarily Bay and Walton Counties, each of which are located in the State of Florida.

Article IV. Powers. The Foundation shall have all of the powers conferred upon nonprofit corporations by common laws and Florida statutes in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Third Amended and Restated Articles and the Bylaws in order to accomplish the above stated purposes of the Foundation.

The Foundation shall make no distribution of income to its trustees, officers, or other private persons, except that the Foundation may pay reasonable compensation for services rendered and is authorized and empowered to make payments and distributions in furtherance of purposes set forth in Article III.

No substantial portion of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Third Amended and Restated Articles, the Foundation shall not, except an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Foundation's purposes. Additionally, the Foundation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Article V. Members. The Foundation shall have no members.

Article VI. Duration. The Foundation shall have perpetual duration.

Article VII. Trustees.

(a) A Board of Trustees ("Board") shall conduct, manage, and control the Foundation. The initial Board shall consist of three trustees. The number of trustees may be increased to 15 in accordance with the Bylaws.

(b) The names of the current members of the Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Board of Trustees Members:	Address:
Kenneth M. Borick	133 S Watersound Parkway, Watersound, FL 32413
Jorge Gonzalez	133 S Watersound Parkway, Watersound, FL 32413
Rhea Goff	133 S Watersound Parkway, Watersound, FL 32413

(c) The method of election and removal of trustees, filling of vacancies, and the term of office of trustees shall be as set forth in the Bylaws.

(d) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article VIII. Bylaws. The Board shall adopt Bylaws governing the Foundation's internal affairs. Such Bylaws may be altered, amended, or rescinded in the manner provided therein.

Article IX. Liability of Trustees. To the fullest extent the Florida Not For Profit Corporation Act, Chapter 617, of the Florida Statutes, as it may hereafter be amended, permits the limitation or elimination of the liability of trustees, officers, and committee member, no trustee, officer, or committee member of the Foundation shall be personally liable to the Foundation or for monetary damages for breach of duty of care or other duty as a trustee, officer, or committee member. No amendment to or repeal of these Third Amended and Restated Articles shall apply to or have any effect on the liability or alleged liability of any trustee of the Foundation for or with respect to any acts or omissions of such trustee occurring prior to such amendment or repeal.

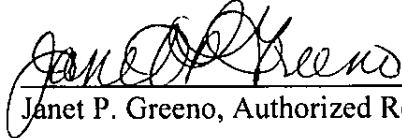
Article X. Amendments. These Third Amended and Restated Articles may be amended only upon resolution duly adopted by at least two-thirds of the trustees.

Article XI. Dissolution. Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purpose with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Bay or Walton County, Florida, exclusively for such purposes or to such organization

or organizations, as said court shall determine, which are organized and operated exclusively for similar exempt purposes.

Article XII. Registered Agent/Registered Office. The Foundation's registered office is 133 S. WaterSound Parkway, WaterSound, FL 32413. The registered agent for the Foundation at that address is Kenneth M. Borick.

IN WITNESS WHEREOF, the undersigned, Authorized Representative has executed these Third Amended and Restated Articles of Incorporation this 18 day of December 2014.

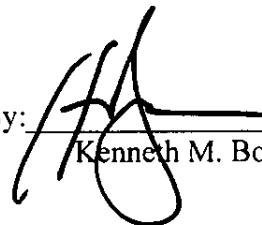


Janet P. Greeno, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED FOUNDATION AT THE PLACE DESIGNATED IN THESE THIRD AMENDED AND RESTATED ARTICLES, THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE APPLICABLE PORTIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES.

Date: December 18, 2014

By: 

Kenneth M. Borick

**THE ST. JOE COMMUNITY FOUNDATION, INC.
CERTIFICATE OF THE BOARD OF TRUSTEES**


**STATEMENT REGARDING THE ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF THE ST. JOE COMMUNITY FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007(3), Florida Statutes, the undersigned, being all of the members of the Board of Trustees of The St. Joe Community Foundation, Inc. (the "Foundation"), submit the following statement:

The foregoing Third Amended and Restated Articles of Incorporation of the Foundation does not contain any amendment requiring member approval, and that the Authorized Representative named therein, is authorized to file on behalf of the Foundation, the Third Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, and the Foundation's Board of Trustees adopted such Third Amended and Restated Articles of Incorporation by resolution dated Dec 18, 2014.



Kenneth M. Borick

Jorge Gonzalez

Rhea Goff