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Division of Corporations

ROGERS TOWERS

83

Page 1 of 1

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BASIC AMENDMENT

MOUNTAINTOP INSTITUTE, INC.

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Amended + Restated  
Articles

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MAY. 25. 2004 11:20AM

ROGERS TOWERS

NO. 8387—P. 2

H04000112579

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
MOUNTAIN TOP INSTITUTE, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, MOUNTAIN TOP INSTITUTE, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on the 10<sup>th</sup> day of May, 2004.
3. There are no members entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned officer of Mountain Top Institute, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on the 10<sup>th</sup> day of May, 2004.

MOUNTAIN TOP INSTITUTE, INC.

By: Bryant Rollins  
Name: BRYANT ROLLINS  
Title: PRESIDENT + CEO

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NO. 8387—P. 3

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MOUNTAIN TOP INSTITUTE, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: MountainTop Institute, Inc. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located in Jacksonville Florida, or at such other address as may be determined by the Board of Directors.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) The mission of the Corporation is to create a center of national stature where deep dialogue on race and human difference in a safe, open environment promotes community-wide reconciliation, healing, learning and development. The profound level of healing and reconciliation that embodies its work distinguishes the Corporation from other organizations. Its work will be based on the broad consensus and buy-in from supporting community organizations and leaders. To achieve this mission, the Corporation:

(i) Identifies best practices in the areas of organizational change, diversity consulting and training, personal growth, multicultural education, action-research, multicultural community building, group process and group dynamics, diversity-based strategic planning and change management.

(ii) Develops innovative human and technological resources.

(iii) Supports a "think tank" for new concepts and innovative strategies to create forums for collaboration, reconciliation and healing that will lead to sustainable change in individuals, groups and in a community as a whole.

(iv) Provides innovative, relevant, affordable diversity training that facilitates improved working conditions and community relations; and that fosters authentic partnerships between the community-based organizations, non-profits and the business community of Jacksonville, Florida and nationally.

(v) Develops a physical facility that will serve as a base for individual, group and community-level interactions, growth and development.

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(b) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law.

(c) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

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ARTICLE IV  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE V  
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VI  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VII  
LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

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MAY. 25. 2004 11:22AM

ROGERS TOWERS

NO. 8387—P. 6

H04000112579

(c) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.