

PD1023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

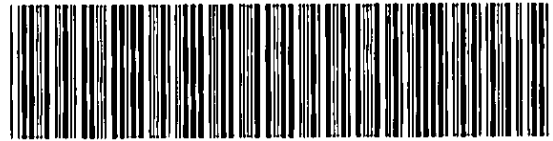
(Business Entity Name)

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2018 MAY 21 AM 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name chg

MAY 22 2018

ALBRITTON

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE BENEDICT FOUNDATION FOR

INDEPENDENT SCHOOLS, INC.

Signature _____

Requested by: BA

5/21/18

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2018

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS,
INC.
Ref. Number: P01023

18 MAY 21 PM 12:34

We have received your document for THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 018A00010045

**THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS, INC.,
A DELAWARE NOT FOR PROFIT CORPORATION**

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

SECTION I


Document Number: P01023

1. Name of Corporation as it appears on the records of the Department of State: THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS, INC. (the "Corporation")
2. The Corporation was incorporated under the laws of Delaware.
3. As of February 24, 1984 the Corporation has been authorized to conduct affairs in the State of Florida. The Corporation after the amendment hereby adds the suffix for use in Florida as follows: The Benedict Foundation, Inc.

SECTION II

4. This Amendment hereby revises the name and purpose which the Corporation intends to pursue its activities in Florida as provided in the Amendment and Complete Restatement of Certificate of Incorporation of The Benedict Foundation for Independent Schools attached hereto as Exhibit "A".
5. This Amendment hereby revises the Board of Directors ("Directors") of the Corporation to reflect the following: (i) Peter B. Benedict, II; (ii) Randall Corwin; and (iii) David M. Benedict.
6. The attached Certificate evidences the amendment and is authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Signed this 20 day of MARCH, 2018.


Peter B. Benedict, II, Secretary

2018 MAY 21 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS", CHANGING ITS NAME FROM "THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS" TO "THE BENEDICT FOUNDATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2018, AT 11:30 O'CLOCK A.M.



2021934 8100
SR# 20183957590

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202720956
Date: 05-18-18

**AMENDMENT AND COMPLETE RESTATEMENT OF
CERTIFICATE OF INCORPORATION OF
THE BENEDICT FOUNDATION FOR INDEPENDENT SCHOOLS,
A DELAWARE NOT FOR PROFIT CORPORATION
(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)**

The Benedict Foundation for Independent Schools, a Delaware not for profit Corporation (the "Corporation"), originally incorporated on November 23, 1983, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law") does hereby certify:

That at a meeting of the Board of Directors (defined below), resolutions were duly adopted setting forth a proposed amendment and complete restatement of the Certificate of Incorporation of said Corporation, declaring said amendment and complete restatement to be advisable and calling a meeting of the members of said Corporation for consideration thereof. The resolution setting forth the proposed amendment and complete restatement is as follows:

FIRST: The name of the Corporation shall be changed to **THE BENEDICT FOUNDATION**.

SECOND: The place of business and the mailing address of this Corporation shall continue to be: 920 Winding River Road, Vero Beach, Florida 32963.

THIRD: The address of the registered office of the United States Corporation Company, 251 Little Falls Drive, Wilmington, Delaware, 19808, and the name of its registered agent at such address is the United States Corporation Company in the County of New Castle.

FOURTH: This Corporation shall continue to be a non-profit corporation. The purpose of the Corporation is to engage in activities permitted pursuant to Section 501(c)(3) of the Internal Revenue Code (the "Code"). subject to the following:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 purposes set forth in this Certificate of Incorporation.

3. No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of this Certificate of Incorporation, 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 Section 170(c)(2) of the Code; or (c) by a nonprofit corporation organized under the laws of the State of Delaware pursuant to the provisions of the General Corporation Laws of the State of Delaware (the "Delaware Code").

FIFTH: The Corporation shall be organized on a non-stock basis and the Corporation shall not have any authority to issue capital stock, but it shall have members. The conditions of membership shall be stated in the bylaws of the Corporation (the "Bylaws"). Meetings of members may be held within or without the State of Delaware.

SIXTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of such directors which shall constitute the whole Board of Directors and shall be such as from time to time fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The directors need not be members of the Corporation unless so required by the Bylaws or by the Delaware Code. The directors so appointed pursuant to the Bylaws (the "Board of Directors" and "Board") shall be elected by the members at the annual meeting of the Corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the Board of the Corporation may, if the Bylaws so provide, be classified as to term of office. This Corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Delaware Code, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this Corporation (except those provisions relating to members and the conditions of membership, which conditions of membership may only be amended as stated in the Bylaws). This Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Delaware Code, provided that the Board of Directors shall not exercise any power of authority conferred herein or by the Delaware Code upon the members or any power or authority not permitted by an organization exempt from taxation pursuant to Section 501(c)(3) of the Code.

SEVENTH: Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or

corresponding section of any future federal 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 the Court of Common Pleas 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.

EIGHTH: The name and mailing address of the President is as follows:

Peter B. Benedict, II
920 Winding River Road
Vero Beach, Florida 32963

NINTH: The personal liability of the Directors of the Company is hereby eliminated to the fullest extent permitted by the provisions of Section 102(b)(7) of the Delaware Code, as the same may be amended and supplemented.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the Delaware Code, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Section from and against any and all of the expenses, liabilities or other matters referred to in or covered by that Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ELEVENTH: The duration of the Corporation shall be perpetual.

TWELFTH: The Board of Directors of the Corporation shall be Peter B. Benedict, II, Randall Corwin and David M. Benedict.

IN WITNESS WHEREOF, said corporation has caused this Amendment and Complete Restatement of the Certificate of Incorporation to be signed this 20 day of MARCH, 2018.

By: 
Peter B. Benedict, II, President