

# FD8000003834

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN THE JESUIT HIGH SCHOOL CLASS OF 1981 CHARITABLE FOUNOATION

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

C. LEWIS  
JAN 28 2014  
EXAMINER

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14 JAN 27 AM 10:26

SECRET BY STATE TALLAHASSEE, FLORIDA

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 (1-3 MUST BE COMPLETED)

F08000003834

(Document Number of Corporation (If known))

- 1. The Jesuit High School Class of 1981 Charitable Foundation Corporation (Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. September 2, 2008 (Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 25, 2013

5. The Helmbach Eaves Class of 1981 Foundation Corporation (Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated 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 corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Trevor Chaplick (Typed or printed name of the person signing)

Secretary (Title of person signing)

# Delaware

PAGE 1

*The First State*

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 JESUIT HIGH SCHOOL CLASS OF 1981 CHARITABLE FOUNDATION", CHANGING ITS NAME FROM "THE JESUIT HIGH SCHOOL CLASS OF 1981 CHARITABLE FOUNDATION" TO "THE HEIMBACH EAVES CLASS OF 1981 FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2013, AT 11:09 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4591725 8100

131235005

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0842161

DATE: 10-25-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:12 AM 10/25/2013  
FILED 11:09 AM 10/25/2013  
SRV 131235005 - 4891729 FILE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF**

**THE JESUIT HIGH SCHOOL CLASS OF 1981 CHARITABLE FOUNDATION**

George Guerra hereby certifies that:

**ONE:** The original name of the corporation is The Jesuit High School Class of 1981 Charitable Foundation and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was August 25, 2008.

**TWO:** He is the duly elected and acting President of The Jesuit High School Class of 1981 Charitable Foundation, a Delaware nonprofit corporation (the "Corporation").

**THREE:** This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL") by the directors and members of the Corporation, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation in order to change the name of the Corporation from The Jesuit High School Class of 1981 Charitable Foundation to The Heimbach Eaves Class of 1981 Foundation.

**FOUR:** The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

**FIRST:** The name of the Corporation is The Heimbach Eaves Class of 1981 Foundation.

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 3500 South DuPont Highway, Dover, DE 19901, which is located in the County of Kent. The name of the registered agent of the Corporation in the State of Delaware at that address is Incorporating Services, Ltd.

**THIRD:** The Corporation shall be a nonprofit corporation and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the

Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are as follows:

(a) to accept, hold, invest, re-invest and administer any property and rights of any sort, including but not limited to gifts, bequests, devises, benefits or trusts (but not to act as trustee of any trust), without limitations as to amount of value, and to use, disburse or donate the income or principal thereof, or any part thereof, for exclusively charitable purposes;

(b) to give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations; provided that such other organizations shall be organized and operated exclusively for charitable, religious, literary, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and such other organizations shall, to the extent then permitted under the statutes of the United States, be exempt from income taxes imposed by the United States;

(c) to extend aid to needy persons, and to assist financially corporations, institutions or agencies engaged in the comfort, health, care, education and general welfare of needy persons, and generally, to foster, promote and further, charitable, religious, literary, scientific or educational purposes, all such aid and assistance to be voluntary on the part of the Corporation; and

(d) to exercise its rights, powers and privileges, to hold meetings of its Board of Directors and members, to have one or more officers and to keep its books and records in any part of the United States.

In furtherance thereof, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

**FOURTH:** The Corporation shall not have authority to issue capital stock.

**FIFTH:** The Corporation shall have voting and non-voting members, as provided in the Corporation's bylaws.

**SIXTH:** Except as otherwise provided by law, or in any Bylaw of the Corporation, the Board of Directors of the Corporation shall manage the business of the Corporation and shall exercise all of the powers of the Corporation.

**SEVENTH:** The duration of the existence of the Corporation is perpetual.

**EIGHTH:** (a) 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 other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the State of Delaware), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall, to the extent applicable, comply with § 508 of the Code (or the corresponding provision of any future United States Internal Revenue law) insofar as such Section:

(i) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under § 4942 of the Code;

(ii) prohibits the Corporation, its directors or officers from engaging in any act of self-dealing which is subject to tax under § 4941 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under § 4943 of the Code;

(iv) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under § 4944 of the Code; and

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under § 4945 of the Code.



Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation contributions to which are deductible under § 170(c)(2) of the Code.

**NINTH:** In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

**TENTH:** To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Code applicable to corporations described in § 501(c)(3) of the Code.

**ELEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, The Jesuit High School Class of 1981 Charitable Foundation has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 24th day of October, 2013.

**THE JESUIT HIGH SCHOOL CLASS  
OF 1981 CHARITABLE FOUNDATION**

By: /s/ George Guerra  
George Guerra, President