

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

BLUEFIN PHILANTHROPIC FUND, INC.

17 JAN 30 PM 3:08

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I

NAME

The name of the corporation is: Bluefin Philanthropic Fund, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation will be 3201 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082

ARTICLE III

PURPOSE

- A) Bluefin Philanthropic Fund, Inc. is organized exclusively for charitable and educational 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.
- B) In fulfilling its philanthropic mission, the Corporation is established to administer a donor-advised fund to accept charitable contributions from donors, pool such contributions for investment management and administrative purposes, and make distributions to tax-exempt or other qualifying organizations under the Internal Revenue Code of 1986, as amended.
- C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- D) Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E) The Corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable and educational purposes. No part of the receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
- F) Upon termination or dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 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.

ARTICLE IV

BYLAWS

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws or this Articles of Incorporation.

ARTICLE V

BOARD OF DIRECTORS

The corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have three (3) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

N1700000832

Brian Russell 3201 Sawgrass Village Circle
 Ponte Vedra Beach, FL 32082

Thomas Ketterer 3201 Sawgrass Village Circle
 Ponte Vedra Beach, FL 32082

Margaret Ketterer 3201 Sawgrass Village Circle
 Ponte Vedra Beach, FL 32082

ARTICLE VI

DURATION

The period of Corporation's duration is perpetual

ARTICLE VII

MEMBERS

The corporation shall not have members.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Corporation is: Brian Russell, 3201 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082.

ARTICLE X

EFFECTIVE DATE

In witness whereof, we have hereunto subscribed our names this 24 day of January, 2017.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

B. Russell
Brian Russell
Incorporator

1/24/17
Date

N1700000832

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

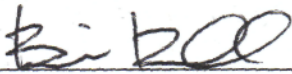
1. The name of the corporation is:

BLUEFIN PHILANTHROPIC FUND, INC.

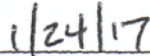
2. The name and address of the registered agent and office is:

BRIAN RUSSELL
3201 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FL 32082

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:



Brian Russell
Registered Agent



Date

The restatement was adopted by the board of directors and does not contain any amendments requiring approval.

B. Russell
Brian Russell

1/27/17
Date



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2017

BRIAN RUSSELL
3201 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FL 32082

Re: Document Number N17000000832

The Amended and Restated Articles of Incorporation for BLUEFIN PHILANTHROPIC FUND, INC., a Florida corporation, were filed on January 30, 2017.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Rebekah White
Regulatory Specialist II
Division of Corporations

Letter Number: 117A00002077