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March 21, 2001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/23/01-01040--019  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Rick & Nancy Bosserman Charitable Foundation, Inc.

To Whom It May Concern:

Enclosed herewith please find an Amendment to the Articles of Incorporation of Rick & Nancy Bosserman Charitable Foundation, Inc. In addition, enclosed is a check in the amount of 43.75 to cover the filing fee and for the Certificate. Please send the Certificate to the undersigned.

Please call me if you have any comments or questions.

Sincerely,

*Charles W. Cramer*  
Charles W. Cramer

CWC/ksw  
Enclosures

cc: Rick & Nancy Bosserman Charitable Foundation, Inc.

*Mr. Cramer authorized  
to add "there are no  
members or members  
entitled to vote."*

*Amendment  
LFS 4-6-2001*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
RICK & NANCY BOSSERMAN CHARITABLE  
FOUNDATION, INC.**

Pursuant to Sections 617.100~~b~~ and 617.1002, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended by the following new articles to be incorporated therein:

**ARTICLE IX – MEMBERS**

The Corporation shall not have members.

**ARTICLE X – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation or this amendment to the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

**ARTICLE XI – PRIVATE FOUNDATION RESTRICTIONS**

Until the Internal Revenue Service issues a determination letter regarding the tax exemption of the Corporation and thereafter for such time as the Corporation continues to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), notwithstanding any other provision of the Articles of Incorporation or this amendment to the Articles of Incorporation, this Article XI shall apply and the Corporation shall;

1. Not engage in any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code that would subject the Corporation to tax under Section 4941 of the Internal Revenue Code;

2. Distribute its income for each taxable year for the purposes specified in Article III of the Articles of Incorporation, at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Corporation to tax under Section 4942 of the Internal Revenue Code;

3. Not retain any “excess business holdings” (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the Corporation to tax under Section 4943 of the Internal Revenue Code;

4. Not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the Corporation to tax Under Section 4944 of the Internal Revenue Code; and

5. Not make any “taxable expenditures” (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the Corporation to tax under Section 4945 of the Internal Revenue Code.

Each reference in this Article XI to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States Internal Revenue law.

## **ARTICLE XII – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation or this amendment to the Articles of Incorporation, when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination

or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Pursuant to Section 617.1002, Florida Statutes, the foregoing amendment to the Articles of Incorporation was proposed to the directors of the Corporation and the number of votes cast for the amendment by the directors was sufficient for approval. There are no members or members entitled to vote.

Accordingly, these Articles of Amendment, were executed on the 15<sup>th</sup> day of March, 2001.

  
RICHARD E. BOSSERMAN, Director

  
NANCY H. BOSSERMAN, Director

  
SEAN CUDA, Director