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DEC 22 2017

Amend

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17 DEC 20 PM 5:32
CLERK OF STATE
DO. PHOENIX, ARIZONA



Tax, Estate and Business Counsel

December 15, 2017

VIA CERTIFIED MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Knopf Family Foundation, Inc.

Dear Madam or Sir:

Enclosed please Articles of Amendment to the Articles of Incorporation of the Knopf Family Foundation, Inc. and a check for Thirty-Five Dollars (\$35.00). Please record the Articles of Amendment and return a stamped copy of the Articles to me in the enclosed self-addressed envelope.

Please contact me at (617) 742-6720 if you have any questions. Thank you.

Sincerely,

John D. Varella

Enclosure

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Knopf Family Foundation, Inc.

DOCUMENT NUMBER: N03000006252

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John D. Varella, Esq.
(Name of Contact Person)

Lourie & Cutler, P.C.
(Firm/ Company)

60 State Street, 9th Floor
(Address)

Boston, MA 02109
(City/ State and Zip Code)

jvarella@louriecutler.com ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John D. Varella, Esq. at (617) 742-6720
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Knopf Family Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000006252

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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OFFICE OF THE CLERK OF THE SUPREME COURT
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Ashley J. Knopf</u>	<u>6680 SE Harbor Cir</u> <u>Stuart, FL 34996</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Kristofer W. Knopf</u>	<u>6699 Imperial Woods Road</u> <u>Jupiter, FL 33458</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Pres</u>	<u>Charles E. Knopf, Jr.</u>	<u>6680 SE Harbor Cir</u> <u>Stuart, FL 34996</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V.P.</u>	<u>Jeffrey P. Manning</u>	<u>90 Bay State Road</u> <u>Wakefield, MA 01880</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Treas</u>	<u>Jeffrey P. Manning</u>	<u>90 Bay State Road</u> <u>Wakefield, MA 01880</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Sec</u>	<u>Jeffrey P. Manning</u>	<u>90 Bay State Road</u> <u>Wakefield, MA 01880</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article VII is deleted in its entirety and replaced with the following language: "Governance: All powers of this Corporation shall be exercised by, or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the Directors shall be provided in the bylaws."

Article VIII is deleted in its entirety and replaced with the following language: "Board of Directors: The Board of Directors of this Corporation shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualified."

Article X is deleted in its entirety and replaced with the following language: "Bylaws: The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors."

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

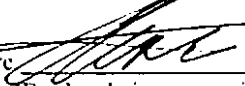
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11/13/2017

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Charles E. Knopf, Jr.
(Typed or printed name of person signing)

Director
(Title of person signing)