

N10000009686

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*Amended and
Resubmitted*

FILED
11 FEB -4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TR 24-11



911 Washington Avenue
St. Louis, Missouri 63101
TELEPHONE 314.231.2800
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February 3, 2011

Amendment Section
Division of Corporations
Attn: Tina Roberts
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment for The Dawn Brancheau Foundation, Inc.

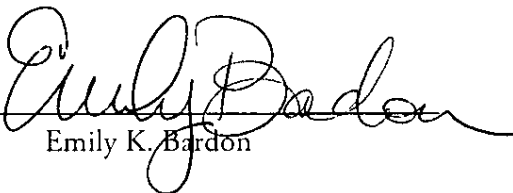
Dear Ms. Roberts,

As legal counsel for The Dawn Brancheau Foundation, Inc. (the "Foundation"), we are in receipt of your letter dated January 26, 2011, which states that the Foundation's filing was rejected by the Florida Department of State's office for lack of original signatures. Your letter also stated that you are in receipt of our check for \$43.75 for the filing fee and a certified copy of the Articles of Amendment.

Enclosed please find the Foundation's Articles of Amendment with original signatures (albeit in black ink), which we submit for filing. Please also find a copy of your letter. It is our understanding that you will apply our check for \$43.75 to this corrected filing. If possible, please expedite this filing, as the Foundation must submit a filed copy of the amendment to the Internal Revenue Service by February 14, 2011. Please contact the undersigned with any questions.

Very Truly Yours,

THE STOLAR PARTNERSHIP, LLP

By: 
Emily K. Bardon

Emily K. Bardon
Attorney at Law



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2011

EMILY K. BARDON
THE SOLAR PARTNERSHIP, LLP
911 WASHINGTON AVE, 7TH FLOOR
ST LOUIS, MO

SUBJECT: THE DAWN BRANCHEAU FOUNDATION, INC.
Ref. Number: N1000009686

We have received your document for THE DAWN BRANCHEAU FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 211A00002188

COVER LETTER

TO: Amendment Section
Division of Corporations

Please expedite filing of this amendment, as The Dawn Brancheau Foundation, Inc. must have a certified copy by January 31, 2011. Thank you.

NAME OF CORPORATION: The Dawn Brancheau Foundation, Inc.

DOCUMENT NUMBER: N10000009686

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

Please return all correspondence concerning this matter to the following:

Emily K. Bardon
(Name of Contact Person)

The Stolar Partnership, LLP
(Firm/ Company)

911 Washington Avenue, 7th Floor
(Address)

St. Louis, Missouri 63101
(City/ State and Zip Code)

ebardon@stolarlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Emily K. Bardon at (314) 641-5138
(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

FILED

11 FEB -4 PM 1:48

The Dawn Brancheau Foundation, Inc. SECRETARY OF STATE
(Name of Corporation as currently filed with the Florida Dept. of State, TALLAHASSEE, FLORIDA)

N10000009686

(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:

n/a

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**)

n/a

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

n/a

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:

n/a

New Registered Office Address:

n/a

(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
n/a	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

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

Amending Articles I, II, III, IV, V, VI, VII, VIII

Adding Articles IX, X, XI, XII

See Amended and Restated Articles of Incorporation attached hereto.

The date of each amendment(s) adoption: January 20, 2011
(date of adoption is required)

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

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 1/20/10

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)

Thomas LoVerde
(Typed or printed name of person signing)

Chairman
(Title of person signing)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE DAWN BRANCHEAU FOUNDATION, INC.**

Under the "Florida Not For Profit Corporation Act," and with the unanimous approval of the Board of Directors, The Dawn Brancheau Foundation, Inc. hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is The Dawn Brancheau Foundation, Inc. (the "Corporation").

ARTICLE II: CLASSIFICATION

The Corporation is a public benefit corporation.

ARTICLE III: DURATION

The duration of the Corporation is perpetual.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The name of the Corporation's initial registered agent is:

Deborah Frogameni

The address of the Corporation's initial registered office in the State of Florida is:

9030 Via Bella Notte
Orlando, FL 32836

The initial registered agent's acceptance of such appointment is attached hereto as Exhibit A.

ARTICLE V: INCORPORATOR

The name and address of the incorporator is Thomas LoVerde, 1181 N. Dustin Lane Chandler, AZ 85226.

ARTICLE VI: MEMBERS

The Corporation shall have no members.

ARTICLE VII: DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed only to such organization or organizations created and operated for nonprofit purposes as the Board of Directors may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE VIII: CORPORATION'S PURPOSES

The purposes for which the Corporation is organized are as follows:

(A) The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, subject to the limitations imposed by subparagraphs (B), (C), (D), and (E) of this Article VIII.

(B) The Corporation's assets are to be held, invested, and distributed exclusively for the benefit and use of (i) any organization or entity to which contributions are deductible under Section 170(c)(1) of the Code, (ii) any organization or entity (a) which is exempt from federal income taxation under Section 501(c)(3) of the Code and (b) to which contributions are deductible under Section 170(b)(2) of the Code or (iii) any other organization or individual, provided that such contribution (a) will constitute a direct charitable act or (b) will be used exclusively for charitable purposes described in Section 170(c)(2)(B) of the Code and will be made in full compliance of all requirements imposed upon private foundations by the Code and the Treasury Regulations thereunder.

(C) Notwithstanding anything herein to the contrary:

1. 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.

2. The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3. 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 Article VIII.

(D) Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

ARTICLE IX: DIRECTORS

The first Board of Directors shall be seven (7) in number. The names and addresses of the individuals serving on the first Board of Directors are:

Thomas J. LoVerde
1181 N. Dustin Lane
Chandler, AZ 85226

Scott A. Brancheau
5035 Bullis Road
St. Cloud, FL 34772

Deborah L. Frogameni
7887 Old Sycamore Lane
Sylvania, OH 43560

Diane Marie Gross
1527 Tanglewood Drive
Schererville, IN 46375

Darlyne A. Klages
2903 Flossmoor Road
Flossmoor, IL 60422

Marion LoVerde
1244 Poppyfield Place
Schererville, IN 46375

C. Vincent LoVerde IV
10439 S. Hamilton
Chicago, IL 60643

Succession of the Board of Directors shall be governed by the Corporation's By-Laws.

ARTICLE X: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS;
INSURANCE

(A) Liabilities Covered

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation or, at the request of the Corporation and in addition to his or her service as a Director or Officer of the Corporation, is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.

2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceedings, to the full extent and under the circumstances permitted by law.

3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder only if the conduct of the person to be indemnified is finally adjudged to have been performed in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal actions or proceedings, the person had no reasonable cause to believe his or her conduct was unlawful.

4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article X (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper in the circumstances

because the person to be indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article X (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable and if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article X, expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article X.

2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article X, expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors of the Corporation in a specific case upon receipt of an undertaking by or on behalf of the person seeking such indemnification to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article X.

(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, By-Laws, or any agreement, vote of members or disinterested Directors or otherwise, both as to action in his or 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 other agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(E) Purchase of Insurance

The Board of Directors may authorize, to the extent permitted by the Florida Not For Profit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or

other enterprise against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Florida Not For Profit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article X, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article X.

ARTICLE XI: BY-LAWS

The Board of Directors shall adopt By-Laws for the regulation and management of the Corporation and such By-Laws shall be consistent with these Articles of Incorporation and the Florida Not For Profit Corporation Act.

ARTICLE XII: AMENDMENT OF ARTICLES

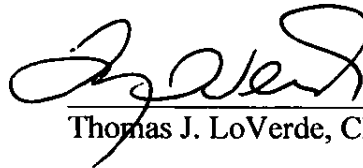
(A) These Articles of Incorporation may be amended to add or delete the names and addresses of the original Directors, to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the Secretary of State, or to change the corporate name by including the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," or by substituting any such word for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name upon approval by the Board of Directors.

(B) These Articles of Incorporation may be amended upon approval by a majority of the Board of Directors.

IN AFFIRMATION of the facts stated above,

Signed by the Chairman of
The Dawn Brancheau Foundation, Inc.

Dated: 11/20/10



Thomas J. LoVerde, Chairman

EXHIBIT A

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for The Dawn Brancheau Foundation, Inc. at 9030 Via Bella Notte, Orlando, FL 32836, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

1/20/2011
Date

Deborah Frogameni
Deborah Frogameni, Registered Agent

09100694