

FEB/13/2017/MON 11:23 AM CPH

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703328

PAY No 850-208 7100

P. 001

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THE KUGELMAN FOUNDATION, INC.

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**ARTICLES OF AMENDMENT
OF
THE KUGELMAN FOUNDATION, INC.**

Pursuant to Sections 617.1002 and 617.1006, *Florida Statutes*, THE KUGELMAN FOUNDATION, INC., formerly known as The Sylvia K. and Edgar M. Kugelman Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies as follows:

The name of the Corporation is The Kugelman Foundation, Inc.

The original Articles of Incorporation were filed on December 13, 1961, and the Corporation was assigned document number 703328. The Articles of Incorporation were amended on December 15, 1970 and February 25, 1981.

The Articles of Incorporation, as previously amended, are hereby further amended as follows:

1. Item First is hereby amended and restated to read as follows:

FIRST: The name of the corporation (which is hereinafter sometimes called "Corporation") is:

THE KUGELMAN FAMILY FOUNDATION, INC.

2. Item Third is hereby amended and restated to read as follows:

THIRD: The Members of the Corporation and the Trustees (Board of Trustees) of the Corporation shall be the same and the terms Member and Trustee shall be used interchangeably and the terms Members, Trustees and Board of Trustees shall be used interchangeably. The eligibility requirements for membership and the manner of admission of Members shall be as set forth herein and as further described in the bylaws of the Corporation. Persons shall become Members of the Corporation upon approval by a majority vote of the then current Members of the Corporation. The Members of the Corporation shall also constitute the Board of Trustees of the Corporation.

3. Item Sixth is hereby amended and restated to read as follows:

SIXTH: The Corporation shall be managed by directors of the Corporation who shall be elected by a majority vote of the Members of the Corporation as provided in the bylaws of the Corporation. The directors, who are elected by the Members, shall serve for terms as described in the bylaws of the Corporation. The directors shall have authority to manage

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the affairs of the Corporation as described in the bylaws of the Corporation. The directors, by majority vote, may appoint directors to fill vacancies if a director resigns, dies, becomes disabled or refuses to continue to serve as a director, but such replacement director who is appointed by the other directors shall serve only until the next annual meeting of the Members. A director may be removed and replaced by a majority vote of the Members. The directors shall elect officers of the Corporation and the directors may authorize those officers to take such actions (on behalf of the Corporation) as the directors determine are appropriate, provided, however, the directors may only authorize officers to take actions that are within the authority of the directors as described in the bylaws of the Corporation. A majority vote of the directors present at a duly called meeting of the directors will be sufficient to authorize any action within the powers of the directors.

Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote if the action is taken by a majority of the Members. An action described in the preceding sentence taken/authorized without a meeting of the Members must be evidenced by one or more written consents describing the action taken and dated and signed by the approving (majority of the) Members and delivered to the Corporation at its principal office in Florida. Such written consent shall comply with *Florida Statutes*, Section 617.0701(4). The consent described herein has the effect of a meeting vote of the Members and shall be described as such in any document.

4. The last sentence of Item Seventh is amended to read as follows:

The Members/Board of Trustees shall consist of not less than seven (7) Members/Trustees. The Corporation shall have at least three (3) directors.

5. There are no Members of the Corporation entitled to vote on the foregoing amendments other than the Members who also constitute the Board of Trustees of the Corporation. The amendments were duly adopted by the required vote of the Members/Trustees on the 2nd day of February, 2017.

6. These Articles of Amendment will become effective upon filing with the Florida Department of State.

[signature page follows]

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These Articles of Amendment are hereby executed by the undersigned officer of the Corporation on the date set forth below.

THE KUGELMAN FOUNDATION, INC.

By: David Foster
Its: VP / Treasurer
David Foster
[print name of officer]

Date: 2 / 2 / 2017

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