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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

2-9-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The George B. Storer Foundation, Inc.

DOCUMENT NUMBER: 711636

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

Please return all correspondence concerning this matter to the following:

Suzie Hultman

(Name of Contact Person)

The George B. Storer Foundation, Inc.

(Firm/ Company)

P.O. Box 8159

(Address)

Jackson, WY 83002

(City/ State and Zip Code)

suzie@storerfoundation.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elizabeth Storer

(Name of Contact Person)

at (307) 733-0800

(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

The George B. Storer Foundation, Inc.

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

711636

(Document Number of Corporation (if known))

FILED
2011 FEB -7 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Registered Office Address:

(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

(Attach additional sheets, if necessary)

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

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

Please see attached document.

[illegible]

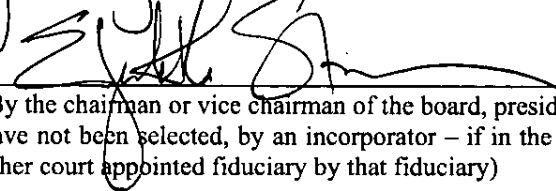
The date of each amendment(s) adoption: December 13, 2010
(date of adoption is required)

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 January 20, 2011

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)

Elizabeth Storer
(Typed or printed name of person signing)

President & CEO
(Title of person signing)

Changes to Articles:

1. Article II has been renumbered as Amended Article III and amended to eliminate the Foundation's authority to engage in religious activities and to consolidate the Foundation's general corporate powers.
2. Article III has be renumbered as Amended Article IV and amended to eliminate members. The Foundation no longer shall have members.
3. Article IV has been renumbered as Amended Article II.
4. Article V has been renumbered as Amended Articles V and VI and amended to refer to the Foundation's Bylaws for matters of the Foundation's internal affairs.
5. Articles VI, VII, VIII, X and XI have been eliminated.
6. Provisions in Article IX have been moved to Amended Articles IV and VII.
7. Article XII has been renumbered as Amended Article VIII and amended to simplify the Foundation's dissolution provision.
8. Article XIII has been renumbered as Article VII and amended to comply with current requirements applicable to private foundations under the Internal Revenue Code of 1986, as amended.
9. Amended Article IX has been added to state that the private property of the Foundation's officers and directors shall not be subject to payment of the Foundation's debts.
10. Amended Article X has been added to provide indemnification to the Foundation's current and former directors and officers.
11. Amended Article XI has been added to include a reference to the Internal Revenue Code of 1986, as amended.
12. Article XIV has been renumbered as Amended Article XII and amended to provide that the Foundation's Articles of Incorporation may be amended by a two-thirds vote of the Directors in office.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GEORGE B. STORER FOUNDATION, INC.
a Florida Not-For-Profit Corporation

FIRST: Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is The George B. Storer Foundation, Inc. (the "Foundation"). It shall maintain a registered office within the State of Florida. It may maintain other offices at such places within or without the State of Florida and in the United States of America as may be determined by its Board of Directors.

ARTICLE II

The period of the Foundation's duration is perpetual.

ARTICLE III

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

A. To operate exclusively for charitable, scientific and educational purposes, including, but not limited to:

(1) Making distributions for such purposes to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

(1) Making distributions for scholarships and fellowships in any art or science;

(2) Making distributions to schools, colleges and universities;

(3) Making distributions to non-profit public service institutions and organizations engaged in the support and maintenance of ecology and conservation of natural resources and wildlife.

B. To exercise any powers conferred upon not-for-profit corporations formed pursuant to Chapter 617, Florida Statutes, as may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept

donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE IV

The Foundation shall have no members. The Foundation shall not issue any capital stock.

ARTICLE V

The Board of Directors shall be chosen in the manner provided in the Bylaws.

ARTICLE VI

Except as provided in these Articles of Incorporation, the internal affairs of the Foundation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Foundation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Foundation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Foundation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Foundation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Foundation shall ever be used, nor shall the Foundation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

D. The Foundation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Foundation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Foundation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Foundation shall be made, and no gift, bequest or devise to the Foundation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Foundation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Foundation shall ever inure to the benefit of any private shareholder or individual.

H. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Foundation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Foundation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(2) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to subject the Foundation to tax under section 4942 of the Code;

(3) The Foundation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Foundation shall not make any investments in such a manner as to subject the Foundation to tax under section 4944 of the Code; and

(5) The Foundation shall not make any taxable expenditure as defined in section 4945(d) of the Code.

ARTICLE VIII

Upon the termination, dissolution or winding up of the Foundation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Foundation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.

ARTICLE IX

The private property of the officers and directors of the Foundation shall not be subject to payment of debts of the Foundation to any extent whatever.

ARTICLE X

The Foundation shall indemnify any director or officer or former director or officer of the Foundation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of a duty. The indemnification provided by this Article TENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment

shall be made under this Article TENTH if such payment would result in any liability for tax under chapter 42 of the Code.

ARTICLE XI

All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

ARTICLE XII

The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a two-thirds vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

SECOND: The Amended and Restated Articles of Incorporation set forth above were adopted by resolution of the Board of Directors on December 13, 2010. There are no members entitled to vote on the amendments.

THIRD: The original charter of The George B. Storer Foundation, Inc. was filed in the Circuit Court of Dade County, Florida on December 2, 1955. A Certificate of Reincorporation pursuant to Chapter 617, Florida Statutes was issued by the Secretary of State, State of Florida on October 18, 1966. The incorporators were George B. Storer, Keith Kiggins, Stanton P. Kettler, Harry A. Steensen and Lee B. Wailes, all now deceased. The Articles of Incorporation were amended on December 14, 1971, August 4, 1977, September 9, 1991 and December 13, 2010.

FOURTH: The Amended and Restated Articles of Incorporation contain the following amendments, all adopted in compliance with Section 617.1002, Florida Statutes:

1. Article II has been renumbered as Amended Article III and amended to eliminate the Foundation's authority to engage in religious activities and to consolidate the Foundation's general corporate powers.
2. Article III has been renumbered as Amended Article IV and amended to eliminate members. The Foundation no longer shall have members.
3. Article IV has been renumbered as Amended Article II.
4. Article V has been renumbered as Amended Articles V and VI and amended to refer to the Foundation's Bylaws for matters of the Foundation's internal affairs.
5. Articles VI, VII, VIII, X and XI have been eliminated.
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9. Amended Article IX has been added to state that the private property of the Foundation's officers and directors shall not be subject to payment of the Foundation's debts.
10. Amended Article X has been added to provide indemnification to the Foundation's current and former directors and officers.
11. Amended Article XI has been added to include a reference to the Internal Revenue Code of 1986, as amended.
12. Article XIV has been renumbered as Amended Article XII and amended to provide that the Foundation's Articles of Incorporation may be amended by a two-thirds vote of the Directors in office.

Dated: _____

THE GEORGE B. STORER FOUNDATION, INC.

By: _____

Elizabeth Storer, President & CEO