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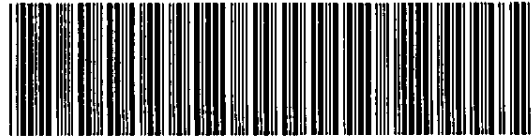
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE HUNTER GRUBB FOUNDATION, INC.

DOCUMENT NUMBER: 714131

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

Please return all correspondence concerning this matter to the following:

NOEL A. FLEMING

(Name of Contact Person)

MYERS, BRIER & KELLY, LLP

(Firm/ Company)

TWO BALA PLAZA, SUITE 300

(Address)

BALA CYNWYD, PA 19004

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

NOEL A. FLEMING

(Name of Contact Person)

at (610) 660-7788

(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 &
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☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
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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
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE HUNTER GRUBB FOUNDATION, INC.

(A Florida Not For Profit Corporation)

Pursuant to the provisions of sections 617.1006 and 617.1007 of the Florida Statutes, The Hunter Grubb Foundation, Inc., a Florida Not For Profit Corporation, amends and restates its Articles of Incorporation as follows.

1. **Name.** The name of the Corporation is The Hunter Grubb Foundation, Inc.
2. **Address.** The address of the Corporation's registered office is: 2511 La Cristal Circle, Palm Beach Gardens, Florida 33410.
3. **Purposes and Operation.** The Corporation is incorporated under the Not For Profit Corporation Act for the following purpose or purposes:

The Corporation is organized and at all times shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent law (the "Code"). Such purposes shall include, but are not limited to, receiving and administering funds for scientific, educational and charitable purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 its exempt purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation (a) exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code, or (b) contributions to which are deductible under section 170(a) of the Code as being to an organization referred to in section 170(c)(2) of the Code.

4. **Nonprofit.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

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5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the Corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

6. Nonstock. The Corporation is organized on a nonstock basis.

7. Members. The Corporation shall have no members.

8. Dissolution. Upon the liquidation or dissolution of the Corporation for any cause whatsoever, or upon the abandonment of any of its property, neither the property of the Corporation nor any right therein shall inure to the benefit of any of the directors, officers, or any other private individual, but all property or rights therein, or the proceeds thereof, after paying or making provision for the payment of all of the liabilities of the Corporation, shall be distributed as determined by the Board of Directors to one or more environmental organizations in New England, preferably to those that preserve land and farmland, that are described in Section 501(c)(3) of the Code, as the Board of Directors may in its discretion select. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the State of Florida to such organization or organizations, as said court shall determine, which are of the type described in Section 501(c)(3) of the Code. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.

Certificate required by Section 617.1007 of the Florida Not For Profit Act

There are no members entitled to vote on the amendments included in the Corporation's Amended and Restated Articles of Incorporation.

The Corporation's Board of Directors adopted the Amended and Restated Articles of Incorporation on October 27, 2011

The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Dated October 27, 2011

Signature Hildegard Hannum
Hildegard Hannum, President