

F9400000161

(Requestor's Name)

(Address)

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(Business Entity Name)

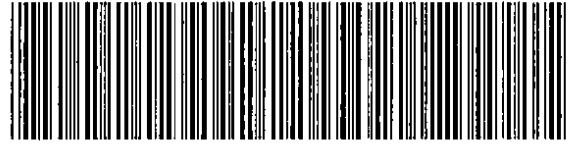
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TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** National Charitable Depository, Inc. (Changing to National Charitable Fund, Inc.)  
Name of Corporation

**DOCUMENT NUMBER:** F94000001161

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stacy Sullivan

Name of Contact Person

National Charitable Fund, Inc.

Firm/Company

PO Box 540777

Address

Orlando, FL 32854-0777

City/State and Zip Code

ssullivan@familyofficeinfo.org

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

For further information concerning this matter, please call:

Susan Brown

Name of Contact Person

at ( 407 ) 420-9005 ext 103  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**NOT FOR PROFIT CORPORATION**  
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE**  
**AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F94000001161

(Document Number of Corporation (If known))

1. National Charitable Depository, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Georgia

(Incorporated under laws of)

3. 03/08/1994

(Date authorized to conduct affairs in Florida)

**SECTION II**

**(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 1, 2017

**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.

5. National Chartiabale Fund, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of the chairman or vice chairman of the board, president, or other officer – if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Susan E. Brown

(Typed or printed name of the person signing)

Vice President

(Title of person signing)

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

### CERTIFICATE OF RESTATED ARTICLES NAME CHANGE

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

#### **NATIONAL CHARITABLE DEPOSITORY FOUNDATION, INC.**

a Domestic Nonprofit Corporation

has amended and filed duly restated articles in the Office of the Secretary of State on 05/01/2017 changing its name to

#### **NATIONAL CHARITABLE FUND, INC.**

a Domestic Nonprofit Corporation

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on 05/03/2017



Brian P. Kemp  
Secretary of State

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NATIONAL CHARITABLE DEPOSITORY FOUNDATION, INC.  
TO BE RENAMED  
NATIONAL CHARITABLE FUND, INC.**

The President of National Charitable Depository Foundation, Inc., to be renamed National Charitable Fund, Inc., a nonprofit charitable corporation and community foundation organized and existing under the laws of the State of Georgia, hereby certifies that the Board of Directors of the corporation did, as of the 1st day of April, 2017, approve and adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE ONE**

**Name**

The name of the corporation is National Charitable Depository Foundation, Inc., but the name of the corporation shall be changed to

**NATIONAL CHARITABLE FUND, INC.**

**ARTICLE TWO**

**Perpetual Duration**

The corporation shall have perpetual duration.

**ARTICLE THREE**

**Nonprofit Corporation and Charitable Purposes**

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, that in the absolute discretion of the Board of Directors most effectively will serve the needs and interests of communities and regions throughout the United

forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE FOUR**

##### **Publicly Supported Tax-Exempt Community Foundation**

The corporation shall be a nonprofit corporation and shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article Three hereof.

(b) The corporation 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 Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

## **ARTICLE SIX**

### **Board of Directors**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a community foundation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

## **ARTICLE SEVEN**

### **Members**

The corporation shall have no members.

## **ARTICLE EIGHT**

### **Dissolution of Corporation**

Upon dissolution of the corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## **ARTICLE THIRTEEN**

### **Indemnification**

The corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the corporation, to the fullest extent permitted by the Georgia Nonprofit Corporation Code. By resolution of the Board of Directors or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their



## **ARTICLE EIGHTEEN**

### **Publication of Notice of Change of Corporate Name**

Notice of the change in the name of the corporation from National Charitable Depository Foundation, Inc. to National Charitable Fund, Inc. has been or will be published pursuant to O.C.G.A. Section 14-3-1005.1.

## **ARTICLE NINETEEN**

### **Supersedure of Original Articles of Incorporation**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation.

**IN WITNESS WHEREOF**, National Charitable Depository Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President and its corporate seal to be affixed thereto, as of the 1st day of April, 2017.

**NATIONAL CHARITABLE DEPOSITORY  
FOUNDATION, INC., TO BE RENAMED  
NATIONAL CHARITABLE FUND, INC.**

By:   
DONALD E. BROWN, President

[CORPORATE SEAL]

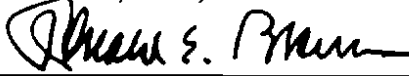
Alston & Bird LLP  
One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424  
(404) 881-7488

**CERTIFICATE OF AN OFFICER PURSUANT TO  
APPLICABLE PROVISIONS OF  
THE GEORGIA NONPROFIT CORPORATION CODE**

Pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, as amended, the undersigned, an officer of NATIONAL CHARITABLE DEPOSITORY FOUNDATION, INC., to be renamed NATIONAL CHARITABLE FUND, INC., hereby certifies to the Secretary of State of Georgia that the Amended and Restated Articles of Incorporation contain no amendment requiring approval by the members or any other person other than the Board of Directors and the Board of Directors has adopted these Amended and Restated Articles of Incorporation.

The undersigned officer has caused this certificate to be duly executed as of the 1st day of April, 2017.

**NATIONAL CHARITABLE FUND, INC. (FORMERLY,  
NATIONAL CHARITABLE DEPOSITORY  
FOUNDATION, INC.)**

By:   
DONALD E. BROWN, President

**CERTIFICATE OF AN OFFICER  
PURSUANT TO SECTIONS 14-3-1005.1(a) AND 14-3-1006(e)  
OF THE GEORGIA NONPROFIT CORPORATION CODE**

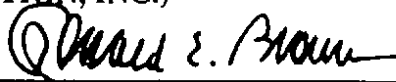
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Pursuant to the provisions of Sections 14-3-1005.1(a) and 14-3-1006(e) of the Georgia Nonprofit Corporation Code ("Code"), the undersigned, an officer of NATIONAL CHARITABLE DEPOSITORY FOUNDATION, INC., to be renamed NATIONAL CHARITABLE FUND, INC., hereby certifies that the request for publication of a notice of the filing of Amended and Restated Articles of Incorporation to change the name of the corporation to NATIONAL CHARITABLE FUND, INC., and payment therefor, have been made as required by Sections 14-3-1005.1(b) of the Code. The undersigned further certifies that the corporation has no members, that the approval by members of the Amended and Restated Articles of Incorporation was not required, and that the Board of Directors of the corporation adopted the Amended and Restated Articles of Incorporation as of April 1, 2017.

The undersigned has caused this certificate to be duly executed as of the 1st day of April 2017.

**NATIONAL CHARITABLE FUND, INC. (FORMERLY,  
NATIONAL CHARITABLE DEPOSITORY  
FOUNDATION, INC.)**

By: \_\_\_\_\_



DONALD E. BROWN, President