

NC3000006252

(Requestor's Name)

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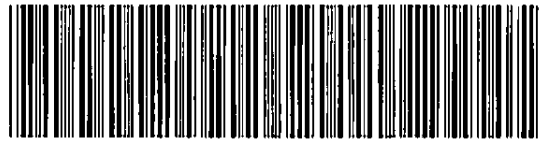
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Knopf Family Foundation, Inc.

DOCUMENT NUMBER: N03000006252

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

Please return all correspondence concerning this matter to the following:

Conner Kempe
(Name of Contact Person)

Kempe Law
(Firm/ Company)

941 N. Highway A1A
(Address)

Jupiter, FL 33477
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Conner Kempe 561 7477300
at
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Knopf Family Foundation, Inc.

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

N03000006252

(Document Number of Corporation (if known))

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2024 JUL 17 AM 9:02

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: _____

(Florida street address)

New Registered Office 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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <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)

(1) Article VI shall be deleted in its entirety and replaced with the following:

ARTICLE VI

Members

The Corporation shall have one class of members for all periods until the death of Charles E. Knopf, Jr. After the death of

Charles E. Knopf, Jr., all membership interests shall be relinquished to the Corporation and there shall cease to be any

membership interests of the Corporation. Thereafter, The Corporation shall perform and fulfill its exempt purpose on a non-membership basis and shall not have any Members. Upon the death of the sole Member, Charles E. Knopf, Jr., the Corporation shall operate as a non-member Corporation, which is governed by its Board of Trustees.

(2) Article VII shall be deleted in its entirety and replaced with the following:

All powers of this Corporation shall be exercised by, or under the authority of, and the affairs of this Corporation shall be managed under the direction of the Board of Trustees, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the Trustees shall be provided in the Bylaws. Reference to Trustee(s) shall mean the same as Director, where Florida Law or context requires. Upon the death of the sole Member, Charles E. Knopf, Jr., the Board of Trustees shall be increased to five (5), which shall include: Jeffrey P. Manning, Kristofer W. Knopf, Joshua Ferraro, Joe Robert, and Joseph C. Kempe. Each shall acknowledge their acceptance by resolution or in other writing and hold the power to nominate their successor, which shall be approved by a majority of other board members. When appointment of a successor has not occurred, a majority of the remaining Trustees shall nominate and appoint one or more Trustees to reach five (5). Notwithstanding the foregoing, the composition of the Board of Trustees shall always consist of members which meet the requirements of Section 4943(g), as amended, of the Internal Revenue Code should the Board resolve not to dispose of "excess business holdings," as that phrase is defined in Section 4943, as amended. Should the Board of Trustees resolve to dispose of such excess business holdings during the period authorized by Section 4943 (c)(7)(c), as amended, the foregoing composition of the board shall not be limited by Section 4943(g), as amended.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: May 8, 2024

(no more than 90 days after amendment file date)

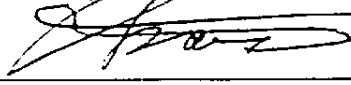
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 May 8, 2024

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)

Charles E. Knopf, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

JESSE J. HAP, Esq.
COLBY J. KEMPE, Esq.¹
CONNER R. KEMPE, Esq.¹
JOSEPH C. KEMPE, Esq.^{1,2,3}
MELISSA D. LAZARCHICK, Esq.
MARNIE R. PONCY, Esq.⁴
DAVID C. TASSELL, Esq.

¹LL.M. IN TAX LAW
²BOARD CERTIFIED IN TAX LAW
³BOARD CERTIFIED IN WILLS, TRUSTS AND ESTATES
⁴REGISTERED NURSE

TAX AND FIDUCIARY ACCOUNTANTS
DENISE ALPERT, CPA, CHRIS BOURDEAU, CPA
OWEN BRADLEY, CPA, BENJAMIN DEVLEN, CPA
DORIAN DORTCH, CPA, AARON M. FLOOD
ALEXANDER GORINSKI, CPA, MICHAEL HERNY, CPA
KAREN REZIKYAN, CPA, MAUREEN L. RIGAUDON
JAMES TREADWAY, CPA, JULIA WHALEN

LEGAL ASSISTANTS
DORNA BAUMMIER, KATHERINE BURGEL
PAM BRUCHAL, ALEXANDRA CORMIER
STEPHANIE DELRUSSO, CAROLYN ENOVALSON
SHELLEY FISHER, ALISON JUDKINS
GRACE LUGNER, JESSICA LEONARD
DENISE LOPEZ, SONYA N. MOHIGOVA, JD
ALTON OVERTON, TERRY RODGERS
KIMBERLY TASSELL, LAURA URBINA
GLORIA VELEZ, CHRISTY VERZI

KEMPE
LAW | ESTATES | TAX | WEALTH
A PROFESSIONAL ASSOCIATION
OF ATTORNEYS

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FAX (561) 747-7722

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STUART, FLORIDA 34994
TELEPHONE (772) 223-0700
FAX (772) 223-0707

ADMINISTRATIVE BRANCHES
SATURN STREET
AND
PARKWAY STREET
JUPITER, FLORIDA 33477
FAX (561) 747-7722

VERO BEACH
772-562-4022

WEBSITE
WWW.KEMPELAW.COM

ADMINISTRATIONS
ESTHER GARNER, JAMI G. KEMPE
SABINA MALTENUTH, VIOLA SKIBBLEY

June 4, 2024

Respond to Jupiter Office

Via Certified Mail Return Receipt No. 9414836208551191542963

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation of
Knopf Family Foundation, Inc.
Our File Number: 4590.601

To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Knopf Family Foundation, Inc. along with a check in the amount of \$35.00 payable to the Department of State for processing. Please mail us a letter of acknowledgement of processing using the self-addressed return envelope provided.

Please contact our office with any questions or concerns.

Very truly yours,


Conner R. Kempe, Esq.

CRK/apc
Enclosure
Copy To: Mr. Charles E. Knopf, Jr. (c/o Mr. Jeffrey Manning)