

NO3000009818

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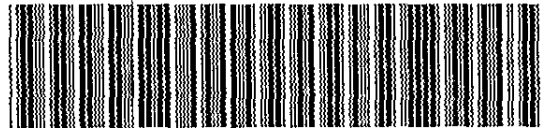
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Amend

C. Conditio AUG 12 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836311 7369749

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pizutto

ORDER DATE : August 5, 2004

ORDER TIME : 11:33 AM

ORDER NO. : 836311-005

CUSTOMER NO: 7369749

CUSTOMER: Ms. Karen Bieber
Goetz, Hartman & Landsteiner
Suite 300
2133 Winkler Avenue
Fort Myers, FL 33911

DOMESTIC AMENDMENT FILING

NAME: THE VINCENT A. CANNAMELA
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2004

CSC
ATTN: JUSTIN
TALLAHASSEE, FL

SUBJECT: THE VINCENT A. CANNAMELA FOUNDATION, INC
Ref. Number: N03000009818

RESUBMIT

We have received your document for THE VINCENT A. CANNAMELA FOUNDATION, INC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 704A00048875

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 6, 2004

CSC
ATTN: JUSTIN
TALLAHASSEE, FL

SUBJECT: THE VINCENT A. CANNAMELA FOUNDATION, INC
Ref. Number: N03000009818

RESUBMIT

We have received your document for THE VINCENT A. CANNAMELA FOUNDATION, INC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 904A00049114

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 AUG 11 PM 4:17

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2004 AUG 11 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
FOR THE VINCENT A. CANNAMELA FOUNDATION, INC.

The undersigned, being the Chairman of the Board of Directors of the Vincent Cannemela Foundation, Inc., hereby adopts for filing, the following amendments to the Articles of Incorporation:

Article III is amended as follows:

Amended Article II – Committees of the Board of Directors

3.1 The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members or from others, members up to three (3) to comprise two (2) committees which shall at all times stand during the existence of the Foundation. The first such committee shall be the Selection Committee, which shall consist of three (3) disinterested members to be selected by the Board of Directors and which members shall take an oath of impartiality with respect to the governing policies and procedures in the selection process to determine Applicant's eligibility for benefits of the Foundation. These three (3) members shall be charged with the responsibility of reviewing submitted applications for benefits to be conferred on semi-annual conference dates of December 31st and June 30th of any given year. After a review of the applications, the Committee shall have broad discretion to accept the application and confer benefits or may request additional information from the Applicant but, at no time, shall the Committee nor any member discriminate for or against any Applicant on the basis of ethnicity, religious affiliation, gender, age, or physical capability. The purpose of the Selection Committee shall be to select eligible applicants for the purposes of awards, which shall be made by the Award Committee.

The Board of Directors shall also create an Award Committee, which shall consist of the Chairman of the Board of Directors, and two (2) disinterested members to be provided by the members of the Selection Committee. The Selection Committee members may serve as members of the Award Committee, however awards shall be

awarded to eligible Applicants based on the financial capability of the Foundation in any given year coupled with the circumstances of any particular case. Awards shall be made by unanimous decision. No member of a Committee may abstain from a vote.

3.2 Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

3.3 No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3.4 No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the corporation does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

3.5 In the event of dissolution all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

Date: 5/25/2004


Vincent A. Cannemela, Jr.



**RESOLUTION ADOPTING AMENDMENT TO
THE ARTICLES OF INCORPORATION**

Be it RESOLVED that at a special meeting of the Board of Directors of the Vincent A. Cannamela Foundation, Inc., held the 6th day of July, 2004, the Board of Directors being duly authorized hereby approved and adopted this Resolution amending the Articles of Incorporation to include language prescribed by the Internal Revenue Service pursuant to IRC 501(c)(3) according to the attached Amendment. There are no members and no members who are entitled to vote on the amendment. Said Amendment is incorporated by reference and hereby adopted on motion duly made and unanimously approved.



Anthony A. Cannamela, Jr.