

N04000006342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

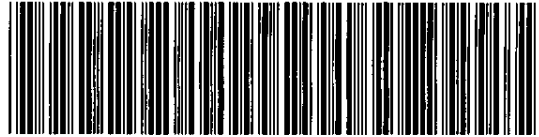
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700139980867

01/08/09--01015--011 **52.50

FILED
09 JAN 29 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amen
2/2/09
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lockwood Charitable Foundation, Inc.

DOCUMENT NUMBER: N04000006342

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

Please return all correspondence concerning this matter to the following:

William E. Sherman
(Name of Contact Person)

Secretary, Lockwood Charitable Foundation, Inc.
(Firm/ Company)

145 East Rich Avenue, Suite C
(Address)

DeLand, FL 32724
(City/ State and Zip Code)

For further information concerning this matter, please call:

William E. Sherman at (386) 734-3451
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input 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 checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 15, 2009

WILLIAM E SHERMAN
145 E RICH AVE STE C
DELAND, FL 32724

SUBJECT: LOCKWOOD CHARITABLE FOUNDATION, INC.
Ref. Number: N04000006342

We have received your document for LOCKWOOD CHARITABLE FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 009A00001675

RECEIVED
2009 JAN 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Lockwood Charitable Foundation, Inc.

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

N04000006342

(Document number of corporation (if known))

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE 13 is amended, in its entirety, to read, as follows:

"ARTICLE 13. Board of Directors. There shall be a board of directors consisting of not more than five (5) initial individuals. The initial directors shall be elected by the incorporators. Thereafter, directors shall be elected by a majority vote of the Board of Directors in the manner and at the times set forth in the By-laws, with the exception of Katherine E. Parks and Betty W. Stewart and their appointed successors who shall serve in perpetuity. Additionally, any director, except Katherine E. Parks and Betty W. Stewart and their appointed successors, may be removed by the affirmative vote of at least two-thirds of the Board of Directors, including that director. In the event any Director cannot serve due to incapacity, refusal to serve, or for any other cause stated in the Articles, a replacement for that Director shall be elected by a majority of the Board of Directors, except that Katherine E. Parks and Betty W. Stewart's successors shall be elected as follows:

- (continued) -

(Attach additional pages if necessary)

(continued)

FILED
09 JAN 29 AM 9 51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Continuation of AMENDMENTS ADOPTED -

ARTICLE 13. *Board of Directors.* (continued)

(a) In the event that Katherine E. Parks cannot serve as a member of the Board of Directors, fails to serve or does not have the capacity to serve then, and in that event, Katherine E. Parks shall have the absolute authority to name a successor member for the Board of Directors in her place. Said replacement name shall be provided to the Board in writing either as early as that successor is known by Katherine E. Parks in order that there will be a successor in the event of incapacity or by at least thirty (30) days prior to the effective date of her successor filling her vacancy. This power shall also be vested in each successor.

(b) The successor member of the Board of Directors named by Katherine E. Parks shall have the absolute authority to name a successor member for the Board of Directors in his or her place. Said replacement name shall be provided to the Board in writing either as early as that next successor is known in order that there will be a successor in the event of incapacity or by at least thirty (30) days prior to the effective date of his or her successor filling the vacancy. This power shall also be vested in each successor.

(c) In the event that Betty W. Stewart cannot serve as a member of the Board of Directors, fails to serve or does not have the capacity to serve then, and in that event, Betty W. Stewart shall have the absolute authority to name a successor member for the Board of Directors in her place. Said replacement name shall be provided to the Board in writing either as early as that successor is known by Betty W. Stewart in order that there will be a successor in the event of incapacity or by at least thirty (30) days prior to the effective date of her successor filling her vacancy. This power shall also be vested in each successor.

(d) The successor member of the Board of Directors named by Betty W. Stewart shall have the absolute authority to name a successor member for the Board of Directors in his or her place. Said replacement name shall be provided to the Board in writing either as early as that next successor is known in order that there will be a successor in the event of incapacity or by at least thirty (30) days prior to the effective date of his or her successor filling the vacancy. This power shall also be vested in each successor."

ARTICLE 14 is amended, in its entirety, to read, as follows:

"ARTICLE 14. *Officers.* As described in the Will/Codicils of James E. Lockwood, Jr., Katherine E. Parks shall serve as Temporary Chairperson of the Corporation until the Board of Directors meets and elects the permanent Officers. The permanent officers of the Corporation may consist of a President, one or more Vice Presidents, a

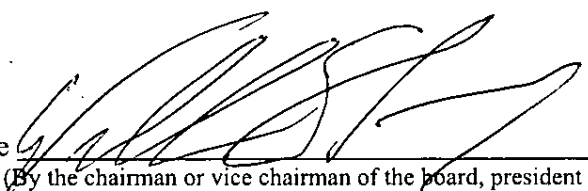
Secretary, a Treasurer, and any other officers and assistant officers as may be provided for in the By-laws or by resolution of the Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors (and may be removed by an affirmative vote of at least two-thirds of all Directors) at such time and in such a manner as may be prescribed by the By-laws or by law."

The date of adoption of the amendment(s) was: July 28, 2008

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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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.)

William C. Sherman
(Typed or printed name of person signing)

Director & Secretary
(Title of person signing)

FILING FEE: \$35