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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**THE JESSICA CLINTON M.V.P. FOUNDATION INC**

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

**OF**

**THE JESSICA CLINTON M.V.P. FOUNDATION INC.  
Not-For-Profit Foundation**

**ARTICLE III - PURPOSE**

The Jessica Clinton M.V.P. Foundation is an organization created to raise funding to purchase and distribute Automatic External Defibrillator (A.E.D.) Programs for Florida Schools.

**ARTICLE V - DIRECTORS AND OFFICERS**

Ramon N. Laloo, 1651 S.E. Goucho Ave., Port Saint Lucie, FL 34952  
Title: President/Director/Treasurer

Cheryl A. Laloo, 1651 S.E. Goucho Ave., Port Saint Lucie, FL 34952  
Title: Vice-President/Director/Secretary

Troy Danner, 1641 S.E. Goucho Ave., Port St. Lucie, FL 34952  
Thomas Epske, 2120 SE Wild Meadow Circle, Port St. Lucie, FL 34952  
Robert Kueppers, 2748 Whisper Lakes Club Drive, Orlando, FL 32837  
Rosanne Outten, 2421 NE 36<sup>th</sup> Street, Apt. 6, Lighthouse, FL 33064

**ARTICLE VI - REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent shall be E. Rollins Brown, II, 200 S. Indian River Drive, Suite 100, Fort Pierce, FL 34950.

**ACCEPTANCE OF REGISTERED AGENT**

E. Rollins Brown, II, whose street address is 1626 90<sup>th</sup> Avenue, Vero Beach, Florida 32966 and whose mailing address is the same, having been designated as the Registered Agent to accept service of process for the above stated not-for-profit corporation, at the place designated in this Article, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 or other applicable section of Florida Statutes.

Dated: 4/18/07

By:   
E. ROLLINS BROWN, II  
Registered Agent

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**ARTICLE VIII - FUNCTIONS**

The Jessica Clinton M.V.P. Foundation shall accomplish its purpose, as stated above, through the following activities, functions and operational purposes:

1. To solicit and raise funds through donations of various properties.
2. To use those funds to purchase or subsidize the purchase of A.E.D.'s.
3. To distribute those A.E.D.'s at no or reduced charges to Florida schools for the benefit of Florida's school-attending children.

**ARTICLE IX - 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) or 501(d), if applicable and available, of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3), or 501(d), if applicable and available, of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

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6. PRIVATE FOUNDATION PROVISIONS: In the event this Corporation is considered to be a Private Foundation by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X - INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### **ARTICLE XI - MEMBERSHIP**

Membership in this not-for-profit corporation shall be limited to those individuals who, by their acts, have displayed an active interest in the furtherance of the purpose for which this not-for-profit corporation is formed, and further comply with the requirements set forth in the by-laws of the corporation.

#### **ARTICLE XII - MANNER OF ELECTION OF DIRECTORS**

Articles of Amendment to Articles of Incorporation of The Jessica Clinton M.V.P. Foundation Inc.

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The manner in which the directors are elected or appointed shall be as follows: directors shall be elected annually by the members.


**ARTICLE XIII - DURATION**

The duration of this foundation shall be perpetual.

**ADOPTION OF AMENDMENT**

The amendment(s) were adopted by the incorporators without member action and member action was not required on the date of the corporate meeting on May 5, 2006.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18 day of April, 2007.

By:   
E. ROLLINS BROWN, II  
Attorney, Agent and Authorized Corporate Representative

*These Articles of Amendment prepared by E. Rollins Brown II of Brown & Brown, L.L.P., Vero Beach, Florida April 18, 2007.*

Brown & Brown, L.L.P.  
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