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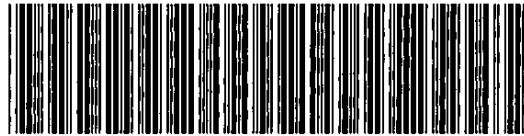
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2007 DEC 19 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
SG

12-20-07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Make A Dream Come True Foundation, Inc.

DOCUMENT NUMBER: N07000001405

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

Please return all correspondence concerning this matter to the following:

John B. Agnetti

(Name of Contact Person)

Hoffman, Larin & Agnetti, PA

(Firm/ Company)

909 North Miami Beach Blvd., Suite 201

(Address)

North Miami Beach, FL 33162

(City/ State and Zip Code)

For further information concerning this matter, please call:

John B. Agnetti, Esq.

(Name of Contact Person)

at (305)

653-5555

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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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

Articles of Amendment
to
Articles of Incorporation
of

Make A Dream Come True Foundation, Inc.

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

N07000001405

(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 III is amended as follows:

The corporation is organized exclusively for the purpose of providing comprehensive financial literacy education and housing counseling for youth and adults, provide grants for the purpose of homeownership, provide education scholarship and to create affordable housing opportunities for low- to moderate-income households.

The corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational, and scientific purposes as described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

****See Attached Pages for Additional Articles IX, X, XI, and XII.**

(Attach additional pages if necessary)
(continued)

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TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: December 3, 2007

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

Richard Crowder / President

(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.)

Richard Crowder

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Make A Dream Come True Foundation, Inc.
N07000001405

Additional Articles to be added to the Articles of Incorporation

ARTICLE IX, ASSETS AND FUNDING

1. The corporation is organized as a nonstock corporation.
 - a. The corporation owns no real or personnel property at the time of incorporation
 - b. Funding for the corporation will be done so through grants, individual contributions, fees for services, and investment income.
 - c. The corporation is organized on a directorship basis with a governing body of a Board of Directors (Board).

ARTICLE X

1. Restrictions on Operations
 - a. The corporation will at all times be conducted as an organization described in Section 501 (c)(3) of the Code. The corporation will not carry on any activities which are not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, (2) a corporation eligible to receive tax-deductible contributions under Section 170 (c) and Section 2055, Section 2522 or Section 2106, or (3) a nonprofit corporation organized under the laws of the State of Florida.
 - b. No part of the assets or the net earnings of the corporation may inure to the benefit of, or be distributed to, its members, directors, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.
 - c. No substantial part of the activities of the corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

2. Dissolution and Disposition of Corporate Assets

Upon the termination, dissolution or winding up of the corporation, the Board of Directors will distribute all remaining assets of the corporation for a purpose or to an organization or organizations described in Section 501 (c)(3) of the Code.

ARTICLE XI, LIABILITY PROTECTION

Except as otherwise provided by law, a volunteer director or volunteer officer of the corporation is not personally liable to the corporation for monetary damages for a breach of the director's or officer's fiduciary duty.

The corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director.

ARTICLE XII

The corporation assumes the liability for all acts or omissions of a volunteer officer provided that:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. *The volunteer was acting in good faith;*
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort.