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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
11/4/08
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: William Ryan Foundation, Inc.

DOCUMENT NUMBER: N07000011253

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

Please return all correspondence concerning this matter to the following:

Jason D. Volkman, Esquire

(Name of Contact Person)

Kevin M. Helmich, P.A.

(Firm/ Company)

Post Office Box 5499

(Address)

Destin, Florida 32540-5499

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jason D. Volkman, Esquire

(Name of Contact Person)

at (850) 650.4747

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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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**

William Ryan Foundation, Inc.

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

N07000011253

(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)**

Adding the following Article IX - Dissolution / In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. In the event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

Adding the following Article X - Special Restrictions / No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding law of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the Corporation's

(Attach additional pages if necessary)
(continued)

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Continuance of Article X – Special Restrictions

income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the Code, and the Corporation is prohibited from engaging in any act or self-dealing (as defined in §4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under §4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under §4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in §4945(d) of the Code).

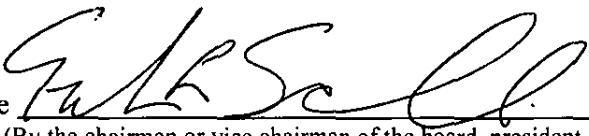
Notwithstanding any other provision of these *Articles of Incorporation*, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption for Federal income taxation as a corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

The date of adoption of the amendment(s) was: November 20, 2007

Effective date if applicable: November 20, 2007
(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.)

Erika Scannell
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35