

10800003239

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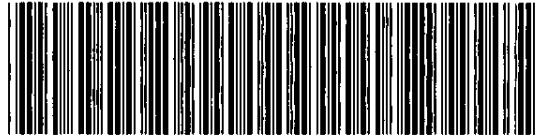
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TALLAHASSEE, FLORIDA

Amey  
[Signature]

12-11-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** JAMES EDWARD BREWTON FOUNDATION, INC.

**DOCUMENT NUMBER:** N08000003239

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

Please return all correspondence concerning this matter to the following:

EMILY B. SCHILLING

(Name of Contact Person)

JAMES EDWARD BREWTON FOUNDATION, INC.

(Firm/ Company)

1601 BAYHOUSE POINT DRIVE, BA-204

(Address)

SARASOTA, FL 34231

(City/ State and Zip Code)

For further information concerning this matter, please call:

EMILY B. SCHILLING

(Name of Contact Person)

at (941) 918-8829

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

JAMES EDWARD BREWTON FOUNDATION, INC.

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

N08000003239

(Document Number of Corporation (if known))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

A. If amending name, enter the new name of the corporation: N/A — Please see "E" on page 2

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

(Florida street address)

\_\_\_\_\_

\_\_\_\_\_, Florida  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see Attachment on following page.

**ATTACHMENT**  
**to**  
**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**  
**JAMES EDWARD BREWTON FOUNDATION, INC.**

E. Amendment PASSED by our Board of Directors, 1 December, 2008, amending the current "Article IV: Manner of Election," on page 1 of the Articles of Incorporation, under "Article IV: Manner of Election," by replacing the final sentence of paragraph 2 ("Upon dissolution of the corporation, any remaining assets will be used exclusively for exempt purposes, including (but not limited to) arts education institutions or scholarships for artists and/or educators with relevance to the purpose for which the corporation is organized.") with the following language, to be added between Article IV, paragraph 2; and Article V:

"The James Edward Brewton Foundation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

"No part of the net earnings of the James Edward Brewton Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the James Edward Brewton Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the James Edward Brewton Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the James Edward Brewton Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

"Upon the dissolution of the James Edward Brewton Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the James Edward Brewton Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

The date of each amendment(s) adoption: December 1, 2008

Effective date if applicable: December 1, 2008  
(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(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 2, 2008

Signature Emily B. Schilling  
(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)

EMILY B. SCHILLING

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)