

N08000006703

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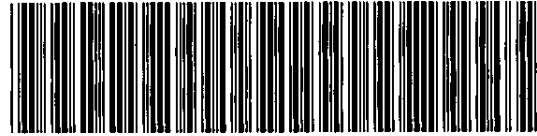
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Amend

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08 DEC -3 AM 11:31

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 DEC -3 AM 11:32

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AR
12/3/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Krissi Flatt Foundation, Incorporated

DOCUMENT NUMBER: N08000006703

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

Please return all correspondence concerning this matter to the following:

Jane Royster Munroe
(Name of Contact Person)

The Krissi Flatt Foundation
(Firm/ Company)

2510 Marston Road
(Address)

Tallahassee, FL 32308
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jane Munroe at (850) 383-1658
(Name of Contact Person) (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 & 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

The Krissi Flatt Corporation, Incorporated
(Name of corporation as currently filed with the Florida Dept. of State)

NO8000006703

(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**)

See Attached.

FILED
REC-3 AM 11:30
NOV 15 2011
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The date of adoption of the amendment(s) was: November 30, 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

Jane Royster Munroe

(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.)

Jane Royster Munroe

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Articles of Amendment
to
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Jane Royster Munroe

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION
AMENDED 11/30/08
THE KRISSI FLATT FOUNDATION, INCORPORATED
DOCUMENT NUMBER N08000006703

In Compliance with Chapter 617, F.S., (Not for Profit)

Article of Incorporation Revision of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I:

The name of the corporation shall be:

The Krissi Flatt Foundation, Incorporated

ARTICLE II:

The principal street address and mailing address, if different is:

2510 Marston Road
Tallahassee, Florida 32308

ARTICLE III:

The purpose for which the corporation is organized is:

The Krissi Flatt Foundation is a non-profit organization whose mission is to save lives through public awareness and education about potential adverse reactions to prescription drugs.

The Krissi Flatt Foundation's goal is to complement prescription drug research through public outreach about the effects of prescription drugs and their interactions with other drugs and substances.

ARTICLE IV:

The manner in which the directors are elected or appointed:

Majority vote of the board.

ARTICLE V:

List name(s), address(es) and specific title(s):

| | | | |
|-------------------------|----------------|-------------------------|----------------------------|
| Jane Royster Munroe | President | 2510 Marston Road | Tallahassee, Florida 32308 |
| Karli Flatt O'Neal | Vice-President | 3183 Whitney Drive East | Tallahassee, Florida 32309 |
| Cassandra Flatt Thursby | Vice President | 15400 RoCoCo Road | Tallahassee, Florida 32309 |

ARTICLES OF INCORPORATION
AMENDED 11/30/08
THE KRISSI FLATT FOUNDATION, INCORPORATED
DOCUMENT NUMBER N08000006703

ARTICLE VI:

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Jane Royster Munroe
2510 Marston Road
Tallahassee, Florida 32308

ARTICLE VII:

The **name and address** of the Incorporator is:

Jane Royster Munroe
2510 Marston Road
Tallahassee, Florida 32308

ARTICLE VIII:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLES OF INCORPORATION
AMENDED 11/30/08
THE KRISSI FLATT FOUNDATION, INCORPORATED

DOCUMENT NUMBER N08000006703

ARTICLE IX:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE X:

This Conflict of Interest Policy governs the activities of the board and staff of the Krissi Flatt Foundation. Questions about the policy should be directed to the Executive Director and President. It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the employee's supervisor (ii) the executive director, (iii) the Chair of the Board or (iv) the Compliance officer, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist the Krissi Flatt Foundation manage conflicts of interest and situations that may result in the appearance of a conflict.

1. **What is a conflict of interest?** A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of the Krissi Flatt Foundation or arise in situations where a board/staff member has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons in authority at the Krissi Flatt Foundation which can lead to financial penalties and violations of IRS regulations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in the Krissi Flatt Foundation's decision-making process. Both results are damaging to the Krissi Flatt Foundation and are to be avoided.

- *Example #1:* a person in a position of authority over the Organization may benefit financially from a transaction between the Organization and the board/staff member; or others closely associated with the board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit from similar transactions.

ARTICLES OF INCORPORATION
AMENDED 11/30/08
THE KRISSI FLATT FOUNDATION, INCORPORATED
DOCUMENT NUMBER N08000006703

ARTICLE X: (continued)

- *Example #2:* A conflict of interest could be a direct or indirect *financial interest* such as those described above, or a *personal interest* such as the situation where a board member of the Krissi Flatt Foundation is also a board member of another nonprofit or for-profit entity in the community with which the Krissi Flatt Foundation collaborates or conducts business.

2. **Who might be affected by this policy?** Typically persons who are affected by a conflict of interest policy are the Organization's board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. The Krissi Flatt Foundation takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

3. **Disclosure of Conflicts.** Board members and senior staff will annually disclose and promptly update any disclosures previously made [Chairperson of the board] on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

Board and staff are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor/Executive Director and board members should disclose to the board/Chairperson of the board as soon as they person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.

4. **Procedures to manage conflicts.** For each interest disclosed, the full board, or the Executive Director or the Chairperson of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict ("interested party"): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- In all cases, decisions involving a conflict will be made only by disinterested persons.

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ARTICLE X: (continued)

- The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member, and reported by the Executive Director to the board/Chair of the board/other appropriate committee of the board (e.g., Audit committee) if the conflict was related to a staff member.
- The Chairperson of the board/Executive Director will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.

In witness whereof, we have hereunto subscribed our names this day of November 30, 2008.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jane Repton Munroe

Signature/Registered Agent

12/3/08

Date

Jane Repton Munroe

Signature/Incorporator

12/3/08

Date