

N08000009646

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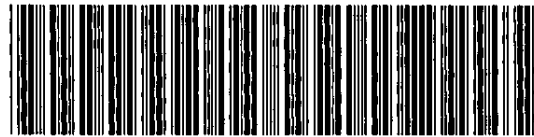
(Business Entity Name)

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DIVISION OF CORPORATIONS
10 AUG 24 AM 10:16

Amend
C.COULLIETTE

AUG 25 2010

EXAMINER

FLORIDA FILING & SEARCH SERVICES, INC.

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DATE: 08-24-10

NAME: MAX ROY FAMILY FOUNDATION

TYPE OF FILING: ARTICLES OF AMENDMENT

COST: CK FOR \$43.75 ATTACHED

RETURN: CERTIFICATE OF STATUS

ACCOUNT: ~~FCA000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MAX ROY FAMILY FOUNDATION, INC.

DOCUMENT NUMBER: N08000009646

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

Please return all correspondence concerning this matter to the following:

KENNETH G. LANCASTER

(Name of Contact Person)

KING & LANCASTER, P.A.

(Firm/ Company)

5975 Sunset Dr., Suite 703

(Address)

S. Miami, FL 33143

(City/ State and Zip Code)

KGL@KINGANDLANCASTER.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KENNETH G. LANCASTER

(Name of Contact Person)

at (305) 666-6000

(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

MAX ROY FAMILY FOUNDATION, INC

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

N08000009646

(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:

A. If amending name, enter the new name of the corporation:

N/A

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(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:

N/A

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

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10 AUG 24 AM 10:16

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION,
RESTATING THE ARTICLES OF INCORPORATION OF THE MAX ROY FAMILY
FOUNDATION, INC. IN THEIR ENTIRETY, EFFECTIVE IMMEDIATELY

[illegible]

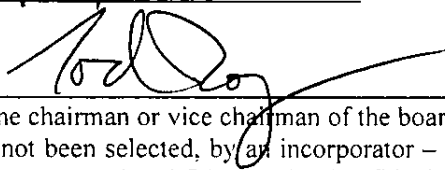
The date of each amendment(s) adoption: 8/19/2010
(date of adoption is required)

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(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 8/19/2010

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)

TOD ROY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MAX ROY FAMILY FOUNDATION, INC.

The Board of Directors of the Max Roy Family Foundation, Inc., at a special meeting of the officers and directors of the corporation voted for a complete restatement of the Articles of Incorporation in order to comply with the rules and regulations for a qualified exempt organization as that term is defined under Section 501 of the U.S. Internal Revenue Code, as follows:

ARTICLE I - NAME

The name of this corporation is:

MAX ROY FAMILY FOUNDATION, INC.

ARTICLE II - ADDRESS

The principal address of this corporation is:

**12982 SW 89th Ave.
Miami, FL 33176**

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, as more fully set forth

below, 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 the corresponding section of any future federal tax code.

A. To provide [or to fund other charitable, (501 (c) (3) exempt, organizations to provide] education and training to children and young adults for the purpose of improving or developing the individual's physical, mental and educational capabilities, concentrating on core curriculum subjects and additional subjects useful to the individual and community.

(b) To provide [or to fund other charitable, (501 (c) (3) exempt, organizations to provide] tutors for children and youth in need, primarily in reading skills in order to improve their overall educational experience.

(c) To fund qualified charitable organizations in order to foster education, relieve the poor, heal the sick and aid the distressed and helpless.

ARTICLE V - LIMITATIONS ON FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers,

trustees, 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 IV** 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 the 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.

ARTICLE VI - DISSOLUTION/ASSET DISTRIBUTION

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 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 exempt purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII - MANAGEMENT

A Board of Directors of at least three (3) members, who shall elect a President, a Vice President, a Secretary and a Treasurer, shall manage the affairs of this not-for-profit corporation. The elected officers, together with such other officers or boards as may be designated in the bylaws of the corporation, shall run the day-to-day operation of the organization. The Board of Directors shall be elected annually by the members of the corporation in a manner prescribed in the bylaws of the corporation.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Tod Roy, 12982 SW 99th Ave., Miami, FL 33176.

I hereby accept appointment as registered agent and to accept service of process for the above named corporation at **12982 SW 99th Ave., Miami, FL 33176**, and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent.



Tod Roy

ARTICLE IX - MEMBERS

The qualifications and manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups. The qualification for membership set forth in the bylaws shall not discriminate on the basis of race, creed or color.

ARTICLE X - INCORPORATOR

The name and address of the original incorporator signing these Articles was/is:

Tod Roy, 12982 SW 99th Ave., Miami, FL 33176.

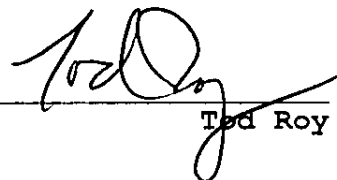
ARTICLE XI - BY-LAWS

The bylaws of this corporation shall be made by the members of the corporation, and may only be adopted, altered, rescinded or amended in whole or part, by a majority affirmative vote of those members present at any regular meeting, or any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned original incorporator and current President has executed these Amended and Restated Articles of Incorporation this 19th day of August 2010.



Tod Roy

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19th day of August, 2010, by **Tod Roy**, who is personally known to me or who has produced

_____, as identification who did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: _____

STATE OF FLORIDA AT LARGE

My Commission Expires:

(Seal)

