

N 09000006067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

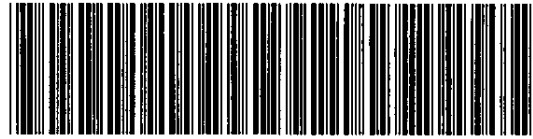
(Business Entity Name)

(Document Number)

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14 JUL 31 PM 1:09  
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AUG 01 2014  
C. CARROLL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 16, 2014

BUKHARI NURIDDIN  
NURIDDIN LAW COMPANY PC  
695 PYLANT STREET, SUITE 114  
ATLANTA, GA 30306

SUBJECT: DONALD PENN FOUNDATION, INC.  
Ref. Number: N09000006067

We have received your document for DONALD PENN FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a FOREIGN CORPORATION, but your entity is a FLORIDA CORPORATION. Please complete and return the enclosed blank form(s).

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Cathy A Carrothers  
Regulatory Specialist

Letter Number: 814A00015321

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: DONALD PENN FOUNDATION, INC.

DOCUMENT NUMBER: NO9000006067

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

Please return all correspondence concerning this matter to the following:

BUKHARI NURIDDIN  
(Name of Contact Person)

NURIDDIN LAW COMPANY, P.C.  
(Firm/ Company)

695 PYLANT STREET, SUITE 114  
(Address)

ATLANTA, GA 30306  
(City/ State and Zip Code)

BUKHARI@NURIDDINLAW.COM  
E-mail address: (to be used for future annual report notification)

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14 AUG - 1 AM 11:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

BUKHARI NURIDDIN at ( 404 ) 480-0217  
(Name of Contact Person) (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

DONALD PENN FOUNDATION, INC.

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

N09000006067

(Document Number of Corporation (if known))

FILED  
14 JUL 30 PM 12:27

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:

\_\_\_\_\_ *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)

133 S. 11<sup>TH</sup> STREET, SUITE 220  
ST. LOUIS, MO 63102

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

133 S. 11<sup>TH</sup> STREET, SUITE 220  
ST. LOUIS, MO 63102

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: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida

(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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

Change                    PT     John Doe

Remove                    V       Mike Jones

Add                         SV     Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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)*

SEE ATTACHED AMENDED ARTICLES OF INCORPORATION.

The date of each amendment(s) adoption: June 4, 2014, if other than the date this document was signed.

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 July 22, 2014

Signature [Handwritten 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)

BUKHARI NURLOOIN  
(Typed or printed name of person signing)

ATTORNEY-IN-FACT  
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION  
OF  
DONALD PENN FOUNDATION INC.

14 JUL 18 PM 12:27

A Florida Nonprofit Corporation

TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a corporation under the Florida Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is DONALD PENN FOUNDATION INC.
2. This corporation is a private operating foundation.
3. The period of duration of the corporation is perpetual.
4. The street address of the corporation's office is 133 S. 11<sup>TH</sup> STREET, SUITE 220, ST. LOUIS, MO 63102, and the name of its registered agent is CT CORPORATION, 1200 SOUTH PINE ISLAND ROAD, PLANTATION FLORIDA 33324.
5. The name and address of the incorporator is DANA RANDOLPH, 133 S. 11<sup>TH</sup> STREET, SUITE 220, ST. LOUIS, MO 63102.
6. The corporation is organized, and shall be operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Trustees, Directors, 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 this Article. 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. Except to the extent permitted by section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and (c) by a corporation organized under the Missouri Nonprofit Corporation Act as now existing or hereafter amended.
7. The corporation shall have no Members. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors and their terms shall be as provided in the



Bylaws, provided that there shall not be less than three Directors. The Directors of the corporation shall be elected in the manner described in the Bylaws.

8. The corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Florida Nonprofit Corporation Act and an exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future laws of the State of Florida and Internal Revenue Law).
9. Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors or the Incorporators, and may be amended in the manner provided in the Bylaws.
10. These Articles may be amended by the Board of Directors in the manner provided in the Bylaws.
11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to one or more organizations then qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) selected by the Board of Directors of the corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).
12. Notwithstanding any provision of this document to the contrary, the Directors are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Foundation to tax under Section 4943 of the Code, from making any investments which would subject the Foundation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Directors shall make distributions at such times and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

13.

(a) The provisions of this Article shall be in the nature of a contract between the corporation and each of its Directors and Officers made in consideration of such person's continued service to the corporation. The protection afforded to each Director or Officer by the provisions of this Article shall survive such person's term of office or employment. This Article may not be repealed, nor may the benefits to the Directors and Officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

(b) The corporation may purchase and maintain for the benefit of each Director or Officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors' and officers' liability insurance (covering claims arising out of

wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors and Officers in either such capacity or otherwise in the performance of their services for the corporation.

(c) In addition to the foregoing, and subject only to the exclusions set forth in section (d) of this Article, the corporation shall, to the fullest extent authorized or permitted by the provisions of Subsection 7 of the State Statute, hold harmless and indemnify each Director and Officer: (i) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such Director or Officer is, was or at any time became a party, or is threatened to be made a party, by reason of the fact that such Director or Officer is, was or at any time becomes a Director, Officer, employee or agent of the corporation, or is or was serving or at any time serves at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and (ii) otherwise to the fullest extent as may be provided to such Director or Officer by the corporation under the non exclusivity provisions of the State Statute.

(d) No indemnity pursuant to section (c) of this Article shall be paid by the corporation: (i) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the Director or Officer is indemnified either pursuant to section (c) of this Article or pursuant to any insurance of the type referred to in section (b) of this Article purchased and maintained by the corporation; (ii) in respect of remuneration paid to such Director or Officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law; (iii) on account of such Director's or Officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

(f) All agreements and obligations of the corporation contained in this Article shall continue during the period the Director or Officer is a Director or Officer of the corporation (or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or Officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he or she was a Director or Officer of the corporation or was serving in any other capacity referred to in this Article.

(a) The corporation will pay, in advance of the final disposition of the action, suit or proceeding, all reasonable expenses of the Director or Officer incurred in defending any civil or criminal action, suit or proceeding against him or her, provided he or she shall have agreed to reimburse the corporation if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation for such expenses.

In affirmation thereof, the facts stated above are true and correct:

Executed this 4<sup>th</sup> day of June, 2014, by the Incorporator.

  
DANA RANDOLPH