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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

**Name of Corporation: KREWE DU YAYAS KEEPING ABREAST FOUNDATION, INC.**

**Document Number: N09000007050**

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

Please return all correspondence concerning this matter to the following:

Jodi Daniel Cooke, Esq.  
Stichter, Riedel, Blain & Postler, P.A.  
41 N. Jefferson Street, Suite 111  
Pensacola, FL 32502  
[jcooke@srbp.com](mailto:jcooke@srbp.com)

For further information concerning this matter, please call Jodi Daniel Cooke, Esq., at (850) 637-1836.

Enclosed is a check in the amount of \$43.75, made payable to the Florida Department of State, for the filing fee and a certified copy of the filed Articles of Amendment.

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
KREWE DU YAYAS KEEPING ABREAST FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION  
(DOCUMENT NUMBER N09000007050)**

By corporate resolution dated February 10, 2016, and pursuant to section 617.1006, Florida Statutes, the Board of Directors of the Krewe du YaYas Keeping Abreast Foundation, Inc., a Florida not for profit corporation ("Corporation"), on behalf of said Corporation, hereby adopts the following amendments to the Corporation's Articles of Incorporation dated July 20, 2009 ("Articles of Incorporation"), without shareholder action and in accordance with the by-laws of the Corporation, which did not require shareholder action:

Article II shall be amended to state:

**ARTICLE II – PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation and the mailing address of the Corporation are: 4595 Spanish Trail, Unit #26, Pensacola, Florida 32504.

Article IV shall be amended to state:

**ARTICLE IV – PURPOSES**

The purposes for which the Corporation is organized shall be:

- a) To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations set forth herein, and to use and apply the whole or any part of the principal and income thereof exclusively for charitable and other nonprofit purposes.
- b) To distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- c) To refrain from engaging in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

d) To refrain from retaining any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

e) To refrain from making any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

f) To refrain from making make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

g) To refrain from conducting or carrying on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes). No director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article V shall be amended to state:

#### **ARTICLE V – REGISTERED OFFICE AND AGENT**

The address and city of the registered office of the Corporation is 41 N. Jefferson Street, Suite 111, Pensacola, Florida 32502. The name of the registered agent of the Corporation at that address is Jodi Daniel Cooke, Esquire.

Article VI shall be amended to state:

#### **ARTICLE VI – DIRECTORS**

The Board of Directors of the Corporation shall manage the business affairs of the Corporation. The Board of Directors shall elect successor directors at any duly-noticed meeting of the Corporation. Directors are eligible for re-election. The Board of Directors shall have full power to appoint officers amongst themselves and to fill any office vacated by a director who may resign, die, become disabled, or refuse to act.

The majority vote of a quorum of the directors present at a duly-noticed meeting shall be sufficient for the taking of any action within the power of the Corporation, except as otherwise provided by the Articles of Incorporation, these Articles of Amendment, the corporate bylaws, or law.

The Corporation shall have eleven (11) directors. The number of directors may be increased or decreased from time to time consistent with the corporate bylaws, but shall never be less than three (3).

The names and addresses of the current directors/officers of the Corporation are:

Brenda Adams (D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504	Cyndi Mercer (D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504
Rhonda Clark (D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504	Sue Nast (D/P-Elect) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504
Jodi Cooke (D) 41 N. Jefferson Street, Suite 111 Pensacola, FL 32502	Jacqui O'Connell (D/Executive D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504
Christy Day-Hammerle (D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504	Kim Parker (D/S) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504
Jessica Everett (D/P) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504	Andrea Rosenbaum (D) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504
Keri Litton (D/T) 4595 Spanish Trail, Unit #26 Pensacola, Florida 32504	

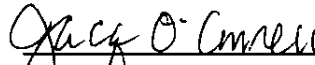
Article VIII shall be amended to state:

#### **ARTICLE VIII – BY-LAWS**

The Board of Directors of the Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, such by-laws may be amended, altered, or rescinded by a two-thirds (2/3) majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

The amendments set forth herein shall be effective as of February 1, 2016.

IN WITNESS WHEREOF, I, Jacqui O'Connell, as Executive Director of the Corporation, have hereunto set my hand and seal on the date hereinafter set forth.



JACQUI O'CONNELL

Executive Director of the Krewe du YaYas  
Keeping Abreast Foundation, Inc.

Dated: February 10, 2016

**Acceptance of Appointment as Registered Agent**

I, Jodi Daniel Cooke, hereby accept the appointment as Registered Agent of the above-named Corporation as set forth in these Articles of Amendment, and state that I am familiar with and accept the obligations of the position.



JODI DANIEL COOKE, ESQ.

Dated: February 10, 2016

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