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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*APL*  
*3/29/11*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida's Great Northwest Deepwater Horizon BP Oil D

**DOCUMENT NUMBER:** N11000000736

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

Please return all correspondence concerning this matter to the following:

Brian A. Crumbaker  
(Name of Contact Person)

Hopping Green & Sams, P.A.  
(Firm/ Company)

119 South Monroe Street, Suite 300  
(Address)

Tallahassee, Florida 32301  
(City/ State and Zip Code)

BrianC@hgslaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian A. Crumbaker at ( 850 ) 222-7500  
(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:

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**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**

**FILED**

**ARTICLES OF INCORPORATION  
OF**

**2011 MAR 29 PM 3:15**

**FLORIDA'S GREAT NORTHWEST DEEPWATER HORIZON  
BP OIL DISASTER RECOVERY FOUNDATION, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**A FLORIDA NOT FOR PROFIT CORPORATION**

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Article I is hereby deleted in its entirety and replaced with the following:

**ARTICLE I  
Name**

The name of the corporation (the "Corporation") shall be FGNW OIL SPILL RECOVERY FOUNDATION, INC.

**SECOND:** Article IV is hereby deleted in its entirety and replaced with the following:

**ARTICLE IV  
Purpose**

The Corporation is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") to undertake programs, activities, and services to address and combat the harmful economic impacts of the oil spill in the Gulf of Mexico in the Florida counties of Escambia, Santa Rosa, Okaloosa, Walton, Bay, Gulf, Franklin and Wakulla (the "Disproportionally Affected Counties") and to the entire Northwest Florida regional economy, and to address and serve populations and communities in distress in the Disproportionally Affected Counties by creating business and employment opportunities and diversifying the Northwest Florida economy while lessening the burdens of government. The activities of the Corporation shall include, but not be limited to, the following:

- (a) receiving, administering, and managing funds generated to mitigate and eradicate economic harm caused by the oil spill through programs, activities, and services that address needs and losses resulting from the oil spill;
- (b) conducting activities and programs to support regional economic diversification in the Disproportionally Affected Counties and a recovery strategy in response to the oil spill.

**THIRD:** Article V is hereby deleted in its entirety and replaced with the following:

**ARTICLE V**  
**Membership**

There shall be no members in the Corporation. The Corporation shall be governed by its Board of Directors, from which no membership dues will be required.

**FOURTH:** Article VIII is hereby deleted in its entirety and replaced with the following:

**ARTICLE VIII**  
**Basis Under Which Corporation Organized**

The Corporation is a Not for Profit Corporation as defined by the Florida Not for Profit Corporation Act, section 617.01401, *Florida Statutes*. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings nor any part thereof is distributable to, its Directors, Officers, or other private persons except as specifically permitted under the provisions of the Act.

**FIFTH:** Article IX is hereby deleted in its entirety and replaced with the following:

**ARTICLE IX**  
**Tax Exempt**

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code, and an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time may be amended, and to the corresponding provisions of any similar law subsequently enacted.

**SIXTH:** Article XII is hereby deleted in its entirety and replaced with the following:

**ARTICLE XII**  
**Earnings and Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 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, unless the Corporation is deemed by the IRS to be a Public Charity and makes the election permitted by Form 5768, Election/Revocation of Election By an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (or any equivalent future form). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be undertaken by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**SEVENTH:** Article XV is hereby deleted in its entirety and replaced with the following:

**ARTICLE XV**  
**Amendment of Articles**

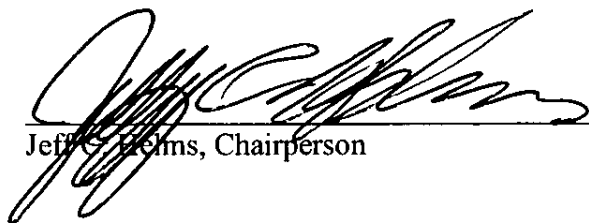
Amendments to these Articles of Incorporation may be proposed by one or more of the Board of Directors, and shall be adopted by the affirmative vote of the majority members of the Board of Directors then serving.

**EIGHTH:** Article XVII is hereby deleted in its entirety and replaced with the following:

**ARTICLE XVII**  
**Indemnification**

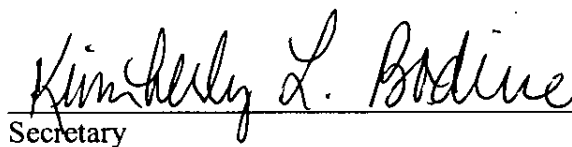
The Corporation shall indemnify each Director and Officer, including former Directors and Officers to the fullest extent provided by law.

*Having been named as Chairperson of the Board of Directors for the above stated corporation, I hereby certify that on March 25, 2011, the Board of Directors by affirmative vote of the majority and by a sufficient number of votes for approval, adopted the above amendments to the Articles of Incorporation in accordance with Article XV of the Articles of Incorporation.*

  
Jeff C. Helms, Chairperson

3/25/11  
Date

Attested:

  
Secretary