

N11000004729

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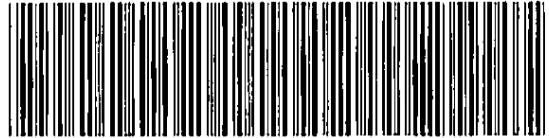
(Business Entity Name)

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Amend

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2024 FEB 21 AM 8:11

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A. RAMSEY
MAR 6 2024

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Holloway Park Foundation, Inc.

DOCUMENT NUMBER: N11000004729

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

Please return all correspondence concerning this matter to the following:

Robert Miller

(Name of Contact Person)

(Firm/ Company)

9100 Purdue Road, Suite 115

(Address)

Indianapolis, IN 46268

(City/ State and Zip Code)

rmiller@charitableallies.org

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

For further information concerning this matter, please call:

Robert Miller

463

229-0241

at

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2024 FEB 21 AM 8:11

Holloway Park Foundation, Inc.

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

N11000004729

(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:

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)

N/A

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

N/A

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

N/A

(Florida street address)

New Registered Office 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

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<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	<u>D</u>	<u>Reinier Munguia</u>	<u>2925 Sanlan Ranch Dr</u> <u>Lakeland, FL 33812</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change <input type="checkbox"/> Add		<u>N/A</u>	
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove		<u>N/A</u>	
4) <input type="checkbox"/> Change <input type="checkbox"/> Add		<u>N/A</u>	
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add		<u>N/A</u>	
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add		<u>N/A</u>	
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter changes here:

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

Please see the attached Additional Articles.

- ☒ 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 11/18/24

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)

David Holloway

(Typed or printed name of person signing)

President

(Title of person signing)

**ADDITIONAL ARTICLES
TO THE ARTICLES OF AMENDMENT OF
HOLLOWAY PARK FOUNDATION, INC.**

The following Articles are supplemental to the Articles to which they are attached. These Articles should be read in connection with the Articles to which they are attached and together constitute the entire Articles of Amendment of Holloway Park Foundation, Inc. (the "Organization").

Article IV: Purpose of the original Articles of Incorporation approved as of May 12, 2011 shall be replaced in its entirety as follows:

ARTICLE IV: PURPOSE

The Organization is a public benefit corporation and shall be organized and operated exclusively for charitable and educational purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the 'Code'), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) provide grants to other entities to carry out permissible exempt activities for a public charity, (b) provide scholarships, (c) provide opportunities for individuals to engage in and learn through outdoor activities, and (d) promote and support the community resource known as Holloway Park. Additionally, the Organization exists to solicit and receive funds for the accomplishment of the above purposes; and pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

The following shall be added to the original Articles of Incorporation approved as of May 12, 2011 at the end of Article V: Powers, Prohibitions, and Requirements.

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the state nonprofit corporation law or by other law and, in addition, the following rights, privileges, and powers:

- (a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest

extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

The first paragraph of Article IX: Initial Board of Directors of the original Articles of Incorporation approved as of May 12, 2011, shall be amended as follows (no attempt is being made to update the initial Directors listed):

The Corporation's board of directors will be known as the "Board of Directors." The Corporation shall have a minimum of three (3) Directors. The number of Directors may be either increased or decreased from time to time, as provided for in the Bylaws, but it will in no event be less than three (3). The method of election of the Directors shall be by a majority vote of the Directors present at a properly noticed and attended meeting of Directors, unless modified as permitted in accordance with the Bylaws.

Article XI: Compensation and Dissolution of the original Articles of Incorporation approved as of May 12, 2011, shall be replaced in its entirety as follows:

ARTICLE XI: DISSOLUTION

If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

The following Article shall be added to the original Articles of Incorporation approved as of May 12, 2011, as Article XIII; and shall renumber and revise Article XIII: Amendment of Articles of Incorporation to Article XIV as shown below.

ARTICLE XIII: REGULATION OF CORPORATE AFFAIRS

The affairs of the Organization shall be subject to the following provisions:

Section 1. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 3. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 4. Liability. No officer, director or employee of the Organization shall be liable for any of the Organization's debts or obligations.

Section 5. Reliance. All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 6. Committees. The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

ARTICLE XIV: AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation and any subsequent amendments may be amended in accordance with Florida law in effect at the time.

*****END OF ATTACHMENT*****