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POITRAS CHARITABLE FOUNDATION, INC.

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF POITRAS CHARITABLE FOUNDATION, INC.**

FILED  
15 JAN -2 AM 9:00  
CLERK OF DISTRICT COURT  
JANUARY 2 2015

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Poitras Charitable Foundation, Inc. (hereinafter referred to as the "Corporation"), Florida Document Number N11000007751.

ARTICLE II - TEXT OF AMENDMENTS

A. Article III of the Articles of Incorporation is amended by adding the following paragraph to the end of Article III:

"D. Upon the death of the last to die of the incorporators of the Corporation (the "Founders"), all assets in the Corporation at such time, as well as any and all assets received by the Corporation thereafter, shall be distributed as follows:

(1) ninety-five percent (95%) of the assets shall be distributed to MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT) in Cambridge, Massachusetts, to be added to the "James W. (1963) and Patricia T. Poitras Major Mental Illness Research Fund" at the McGovern Institute for Brain Research (the "McGovern Fund"), if the McGovern Fund is then in existence, or, if the McGovern Fund is not then in

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existence, to MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT), to be used by the McGovern Institute for other priorities beyond major mental illness that are within the McGovern Institute's research dealing with the brain, or if there is no such research being conducted by the McGovern Institute, for the general and unrestricted use of MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT); and

(2) five percent (5%) shall be distributed to McLEAN HOSPITAL in Belmont, Massachusetts, to be added to the "Poitras Family Endowed Research Fund at McLean Hospital" (the "McLean Fund"), if the McLean Fund is then in existence, or, if the McLean Fund is not then in existence, to McLEAN HOSPITAL, for its general and unrestricted use, or if McLEAN HOSPITAL is not then in existence, added to the distribution under Paragraph (1) above."

B. Article VIII of the Articles of Incorporation is amended by replacing it in its entirety with the following:

**"ARTICLE VIII - DISSOLUTION OF CORPORATION"**

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed as follows:

(1) ninety-five percent (95%) of the assets shall be distributed to MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT) in Cambridge, Massachusetts, to be added to the "James W. (1963) and Patricia T. Poitras Major Mental Illness Research Fund" at the McGovern Institute for Brain Research (the "McGovern Fund"), if the McGovern

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Fund is then in existence, or, if the McGovern Fund is not then in existence, to MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT), to be used by the McGovern Institute for other priorities beyond major mental illness that are within the McGovern Institute's research dealing with the brain, or if there is no such research being conducted by the McGovern Institute, for the general and unrestricted use of MASSACHUSETTS INSTITUTE OF TECHNOLOGY (MIT); and

(2) five percent (5%) shall be distributed to McLEAN HOSPITAL in Belmont, Massachusetts, to be added to the "Poitras Family Endowed Research Fund at McLean Hospital" (the "McLean Fund"), if the McLean Fund is then in existence, or, if the McLean Fund is not then in existence, to McLEAN HOSPITAL, for its general and unrestricted use, or if McLEAN HOSPITAL is not then in existence, added to the distribution under Paragraph (1) above.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person."

C. Article X of the Articles of Incorporation is amended by replacing it in its entirety with the following:

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**"ARTICLE X – TERM OF EXISTENCE"**

The Corporation shall be dissolved upon last to occur of the following events: (1) the death of the last to die of the Founders and Christine P. Stevens, Laura S. Poitras and Jennifer L. Poitras, the daughters of the Founders; and (2) the termination of all trusts formed for the benefit of any of Christine P. Stevens, Laura S. Poitras and Jennifer L. Poitras and which name the Corporation as a remainder beneficiary."

D. Article XI of the Articles of Incorporation shall be amended by replacing it in its entirety with the following:

**"ARTICLE XI – AMENDMENT TO ARTICLES OF INCORPORATION"**

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a unanimous vote of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws; provided, however, that amendments to Paragraph D of Article III, Article VIII, Article X and this Article XI may be made only by the Founders."

**ARTICLE III – ADOPTION OF AMENDMENTS**

All of the members of the Corporation approved the amendments to Articles III (adding Paragraph D), VIII, X and XI of the Articles of Incorporation by Written Consent dated December 30, 2014, in accordance with the provisions of Section 617.0701 of the Florida Statutes, and the number of votes cast for the amendment was sufficient for approval.

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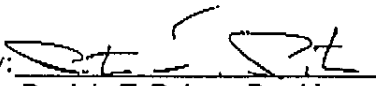
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ARTICLE III – EFFECTIVE DATE OF AMENDMENT

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing with the Florida Department of State.

Dated this 30<sup>th</sup> day of December, 20 14.

POITRAS CHARITABLE FOUNDATION, INC.

By:   
Patricia T. Poitras, President

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